

POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

Terms of Reference for Nomination Committee

Purpose

1. The purpose of the Nomination Committee is to assist the board of directors (the “Board”) of Pou Sheng International (Holdings) Limited (the “Company”) in identification of suitable individuals qualified to become board members, review the structure, size, composition and diversity of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.

Composition

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of not less than three directors, a majority of which shall be independent non-executive directors who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The Board shall appoint one member of the Nomination Committee (who shall be the chairman of the Board or an independent non-executive director) as the chairman of the Nomination Committee (the “Chairman”). A quorum should be two members.

Meetings

3. The Nomination Committee shall meet at least annually or more frequently if circumstances require.
4. The Chairman shall preside at all meetings of the Nomination Committee. In the absence of the Chairman, the remaining members present shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive director) to chair the meeting. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

Annual General Meeting

5. The Chairman, or in his absence, another member of the Nomination Committee, or failing this his duly appointed delegate shall attend the Annual General Meeting of the Company prepared to respond to any shareholder questions at the meeting.

Access

6. The Nomination Committee should be provided by the Company with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Responsibilities and Duties

7. The Nomination Committee shall perform the following duties: –
 - (a) review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent;
 - (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
 - (e) review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report of the Company annually.

Reporting Procedures

8. Minutes of the Nomination Committee's meeting shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary).
9. Draft and final versions of minutes of the meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
10. Without prejudice to the generality of the duties of the Nomination Committee set out in these terms of reference, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there is legal or regulatory restriction on its ability to do so.

Note: In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.

(Adopted by the Board on 29 December 2011 and revised on 13 August 2013)