



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

Terms of Reference for Nomination Committee

Purpose

1. The purpose of the Nomination Committee is to assist the board of directors (the “Board” or the “Directors”) 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.

Access to advice

5. 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

6. The Nomination Committee shall perform the following duties:
 - (a) review the structure, size and composition (including skills, knowledge and experience) 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:
 - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive Director will be holding his or her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board.
 - (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 and update, as appropriate, the Board Diversity Policy for the Board's approval; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, monitor the progress made on achieving the objectives, and make disclosure of the Board Diversity Policy or a summary of the Board Diversity Policy and the review results of the progress on achieving the objectives in the corporate governance report annually.

Reporting Procedures

7. Minutes of meetings of the Nomination Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed and should be prepared and kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company).
8. 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.
9. Final version of the minutes of the meetings should be sent to all members of the Board as soon as practicable after such minutes have been prepared and finalised. The minutes should be opened for inspection at any reasonable time on reasonable notice by any Director.
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.