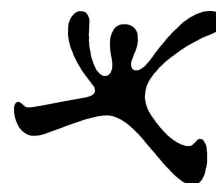


# FAIRWOOD HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 52)**



## Terms of Reference of the Nomination Committee

### Constitution

1. The Nomination Committee (the “**Committee**”) of Fairwood Holdings Limited (the “**Company**”) was established by a resolution passed at the meeting of the Board of Directors of the Company (the “**Board**”) on 11 January 2012.

### Membership

2. The Committee shall be appointed by the Board and shall comprise a minimum of three members (the “**Members**”). The majority of the Members shall be Independent Non-executive Directors of the Company (“**INED(s)**”).
3. The Chairman of the Committee shall be chaired by the Chairman of the Board or an INED.
4. The Committee may from time to time appoint any person with appropriate qualification and experience as the secretary of the Committee.

### Meetings

5. The Committee shall meet at least once a year. Additional meetings of the Committee (“**Meeting(s)**”) should be held if the Committee shall so request.
6. Meetings could be held in person or by means of effective telephone conference or similar communication arrangements.
7. The quorum of any Meeting shall be any two Members, of whom at least one has to be INED.
8. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a Meeting duly convened and held and may consist of several documents in like form each signed by one or more of the Members.
9. The secretary of the Committee should keep full minutes of the Meetings. Draft and final versions of minutes of Meetings should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the Meeting.

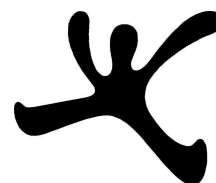
### Authority

10. The Committee is authorized by the Board to seek independent professional advice in appropriate circumstances at the Company’s expense to perform its duties.
11. The Committee shall be provided with sufficient resources to perform its duties.

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## **Terms of Reference of the Nomination Committee**

### **Duties**

12. Duties of the Committee shall include the following:

- (a) to review the structure, size and composition (including the 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) to 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) to assess the independence of INEDs;
- (d) to 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) to review from time to time as appropriate these Terms of Reference and the effectiveness of the Committee and recommend to the Board any necessary changes.

### **Reporting Responsibilities**

13. The Committee shall report to the Board after each Meeting.

### **Members of the Committee**

Mr. Lo Hoi Yeung (Chairman)

Dr. Peter Lau Kwok Kuen

Mr. Peter Wan Kam To

### **Effective Dates**

14. Adopted on 20<sup>th</sup> March, 2012 (pursuant to the Corporate Governance Code and Corporate Governance Report of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited effective on 1<sup>st</sup> April 2012).