

SINOFERT HOLDINGS LIMITED
(“Company”)
(Stock Code: 297)

TERMS OF REFERENCE OF
NOMINATION COMMITTEE
(“Committee”)

1. Membership

- 1.1 The Committee shall be appointed by the board of directors (“Board”).
- 1.2 The majority of the members of the Committee shall be independent non-executive directors (“INEDs”).
- 1.3 The chairman of the Committee shall be appointed by the Board and shall be an INED.

2. Secretary

- 2.1 The Company Secretary or a nominee shall act as the Secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

3. Frequency and proceedings of meetings

- 3.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 The chairman of the Committee may convene additional meetings at his discretion.
- 3.3 The quorum of a meeting shall be two members of the Committee. One of whom must be an INED.

4. Duties, powers and discretion

- 4.1 The Committee shall have the following duties, powers and discretion:
 - (a) To formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy;
 - (b) To determine the criteria to select and recommend candidates for directorship;

- (c) 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;
 - (d) 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;
 - (e) To assess the independence of independent non-executive directors; and
 - (f) 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.
- 4.2 The Committee shall be provided with sufficient resources to enable it to perform its duties, including the resources for seeking independent professional advice.

5. Reporting Procedures

- 5.1 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.