



WINFOONG INTERNATIONAL LIMITED

(榮豐國際有限公司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

(hereafter the “Company”)

Nomination Committee – Terms of Reference **(Adopted on 29 March 2012)**

The English version shall always prevail in case of any inconsistency between the English version and the Chinese translation.

1. Members

- 1.1 The nomination committee shall be established by the board of the Company (the “**Board**”) and it shall comprise a majority of independent non-executive directors.
- 1.2 The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director within the nomination committee appointed by the Board.

2. Secretary

- 2.1 The company secretary of the Company shall act as the secretary of the nomination committee.
- 2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

3. Meeting

- 3.1 The member of nomination committee can call for a meeting anytime when it is necessary.
- 3.2 Notice of at least 48 hours should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notice period, the attendance of the member of the nomination committee at the meeting would be deemed a waiver of the required notice requirement. If a follow up meeting takes place within 48 hours after the meeting, then no notification is required for such follow up meeting.
- 3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.

- 3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the nomination committee shall be passed by a majority of votes of the members in attendance.
- 3.6 A resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of nomination committee meeting shall be kept by the secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the nomination committee, the chairman of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the nomination committee can vote in the meeting.

5. Annual General Meetings

The chairman of the nomination committee or (if absence) another member of the nomination committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company, and be prepared to respond to the shareholders' questions on the activities and responsibilities of the nomination committee.

6. Authority

- 6.1 The nomination committee may seek independent professional advice at the Company's expense, and invite an independent party possessing a relevant experience and profession to attend the meeting, if necessary, in order to discharge its duties.
- 6.2 The nomination committee shall be provided with sufficient resources to perform its duties.

7. Duties and Powers

The nomination committee shall have the following duties and powers:

- 7.1 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;
- 7.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.3 assess the independence of independent non-executive directors;
- 7.4 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
- 7.5 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 the individual to be independent.

8. Declaration responsibility

The nomination committee shall report to the Board every time after any meeting of the nomination committee.

* *For identification purpose only*