

# **STARLITE HOLDINGS LIMITED**

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Membership**

- (a) The Nomination Committee shall consist of five members (the “Members”), including three Independent Non-Executive Directors (“INEDs”) and two executive/ non-executive directors appointed by the Board of Directors (the “Board”) of Starlite Holdings Limited (the “Company”) from time to time.
- (b) The majority of the Members of the Nomination Committee shall be INEDs.
- (c) The Board shall designate chairman of the board or an INED as chairman of the Nomination Committee. The Chairman shall be subject to retirement from chairmanship at least once every two years. The retiring Chairman shall be eligible for re-election.

#### **2. Secretary**

- (a) The Company Secretary shall be the secretary of the Nomination Committee or the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.
- (b) The secretary of the Nomination Committee shall keep full minutes of the meetings. Draft and final version of the minutes of the meetings should be circulated to all Members of the Committee for their comment and records within a reasonable time after the meeting.

#### **3. Meetings and proceedings**

- (a) The Nomination Committee shall meet at least annually, additional meetings shall be held as the work of the Nomination Committee demands.

- (b) The Nomination Committee's Chairman may convene additional meetings at his discretion.
- (c) The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the Company's Bye-Laws and the Code on Corporate Governance for regulating the meetings and proceedings of Directors.
- (d) Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- (e) The quorum of a meeting shall be all Nomination Committee Members until the Board has otherwise determined.
- (f) Meeting could be held in person, by telephone, electronic or such other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously, and such participation shall constitute presence in person at such meeting.
- (g) Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- (h) A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

#### **4. Responsibility and powers**

The Nomination Committee shall :-

- (a) review the structure, size and composition (including the skills, knowledge, experience 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) consider the selection criteria of directors, and develop procedures for the sourcing and selection of candidates;

- (c) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- (d) consider the skills mix needed in respect of proposed directors, and make recommendations to the Board;
- (e) identify and nominate candidates to fill casual vacancies of directors for the Board's approval;
- (f) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
- (g) regularly review the time required from a director to perform his responsibilities;
- (h) 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 officer;
- (i) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- (j) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

## **5. Authority**

The Nomination Committee shall be provided with sufficient resources to enable it to perform its duties, including the resources for seeking independent professional advice at the Company's expense.

## **6. Reporting Procedures**

The Nomination Committee shall report to the Board after each meeting.

## **7. Annual General Meeting**

The Chairman of the Nomination Committee or another Member of the Nomination Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

*Adopted on 16 March 2012*