

WARDERLY INTERNATIONAL HOLDINGS LIMITED
匯多利國際控股有限公司*
(the “Company”)

Term of Reference of the Nomination Committee

1. MEMBERSHIP

The Nomination Committee shall be appointed by the Board and shall consist of not less than three (3) members comprising a majority of independent non-executive directors.

2. CHAIRMAN

The Chairman of the Nomination Committee shall be appointed by the Board and must be an independent non-executive director or the Chairman of the Board. In the absence of the Chairman of the Nomination Committee, members present may elect any member who either is an independent non-executive director or is the Chairman of the Board to chair a Nomination Committee meeting.

3. SECRETARY

The company secretary shall be the secretary of the Nomination Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

4. PROCEEDINGS OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

4.1 Quorum

4.1.1 The quorum for meetings of the Nomination Committee shall be two (2) members.

** for identification purpose only*

4.2 Frequency of meetings

4.2.1 The Nomination Committee shall hold at least one (1) regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee), external advisers and other persons may attend all or part of any meetings.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members or by the company secretary.

4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least fourteen (14) days shall be given for a regular meeting of the Nomination Committee. For all other meetings of the Nomination Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least three (3) days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Nomination Committee shall be kept by the company secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), a resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it has been passed at the meeting of the Nomination Committee duly convened and held.

5. AUTHORITY

- 5.1 The Nomination Committee is authorised by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company’s expense.
- 5.2 The Nomination Committee is authorised by the Board to conduct interviews with prospective candidates for nomination.
- 5.3 The Nomination Committee is authorised by the Board where necessary to have access to independent professional advice.
- 5.4 The Nomination Committee shall be provided with sufficient resources to perform its duties.

6. DUTIES

- 6.1 The duties of the Nomination Committee shall be:
 - (a) 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) 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
 - (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.

7. REPORTING PROCEDURES

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

8. ANNUAL GENERAL MEETING

The Chairman of the Nomination Committee or in his absence, another member of the Nomination Committee shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.