



VINDA INTERNATIONAL HOLDINGS LIMITED

維達國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE

TERMS OF REFERENCE

A. Constitution

The Nomination Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Vinda International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) at a meeting held on 19 June 2007.

B. Nomination Committee

1. Membership

1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company.

1.2 The chairman of the Nomination Committee shall be appointed by the Board.

1.3 The company secretary of the Company or his/her delegate shall be the secretary of the Nomination Committee.

2. Attendance at meetings

A quorum shall be two members. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

3. Frequency of meetings

The Nomination Committee members may call any meetings at any time when necessary or desirable.

4. Authority

4.1 The Nomination Committee is authorized by the Board to seek any necessary information from the employees of the group which is within the Nomination Committee’s scope of duties.

4.2 The Nomination Committee is authorized by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

5. Duties

- 5.1 The duties of the Nomination Committee shall include, but not be limited to the following:
- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on at least annually and to make recommendations to the Board regarding any proposed changes;
 - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals nominated for directorships of the Company;
 - (c) to assess the independence of independent non-executive directors of the Company; and
 - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company.
- 5.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

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

30 March 2012