

MERDEKA

MERDEKA RESOURCES HOLDINGS LIMITED

(萬德資源集團有限公司*)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

*(Adopted by the Company pursuant to the resolution passed during a Board meeting
duly held on 22 March 2012)*

The board of directors (the “Board”) of the Company approved at a meeting on 22 March 2012 to establish a committee of the Board known as the Nomination Committee (the “Committee”)

The terms of reference govern the operations of the Committee. The Committee shall review and reassess the terms of reference and the effectiveness of the Committee at least annually and shall obtain the approval of the Board for any amendments.

1. MEMBERSHIP

Members of the Committee shall be appointed by the board of directors (the “Board”) of the Company.

The Committee will at all times, have a minimum of three members, a majority of which shall be independent non-executive directors (“INEDs”).

2. CHAIRMAN

The members present shall elect a chairman to preside the meeting, who shall either be the chairman of the Board or an INED.

3. SECRETARY

The company secretary shall be the secretary of the 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 Committee shall attend the meeting of the Committee and take minutes.

* *For identification purpose only*

4. PROCEEDINGS OF THE COMMITTEE

4.1 Quorum

The quorum for meetings of the Committee shall be any two members.

4.2 Frequency of meetings

The Committee will meet as and when required to discharge its responsibilities, but not less than once a year.

4.3 Attendance at meetings

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

The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by the Committee shall normally attend meetings of the Committee.

4.4 Notice of meetings

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

Notice of each meeting shall be issued to each member of the Committee and any other person required attending no fewer than three working days prior to the date of the meeting.

4.5 Voting

Questions arising at any Committee meeting shall be determined by a majority of votes by the members present. In the case of any equality of votes, the Chairman shall have an additional or casting vote.

4.6 Minutes of meetings

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

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

5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

- 5.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)(as amended from time to time).
- 5.2 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
- (a) 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.
 - (b) 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.
 - (c) To assess the independence of INEDs.
 - (d) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.
- 5.3 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.
- 5.4 All members of the Committee shall have access to the advice and services of the company secretary, and separate and independent access to the Company’s senior management for obtaining necessary information.

6. REPORTING RESPONSIBILITIES

The Committee shall report back to the Board on their decisions or recommendations.

7. ANNUAL GENERAL MEETING

The chairman of the Committee or in his/her absence, another member (who must be an INED) of the committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

8. PUBLICATION OF THE TERMS OF REFERENCE

The terms of reference will be posted on the websites of the Stock Exchange and the Company. A copy of the terms of reference will be made available within reasonable time upon payment of reasonable charge upon request.