DLC Asia Limited
衍匯亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8210)

Terms of Reference of the Nomination Committee
(the **"Committee"**)

Membership

1. The Committee shall consist of three members appointed by the board (the "**Board**") of directors (the "**Directors**") of the Company, majority of whom shall be independent non-executive Directors, with at least one member of a different gender, under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

2. The chairman of the Committee shall be any one of the members of the Committee who is an independent non-executive Director or the chairman of the Board.

Frequency and proceedings of meetings

3. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.

4. In addition, the Committee's chairman may convene additional meetings at his discretion.

5. The quorum of a meeting shall be two Committee members.

6. Proceedings of the Committee's meetings shall be governed by article 117 and article 118 of the articles of association of the Company or any other applicable regulations as may be considered appropriate and/or adopted by the Company from time to time.

* *For identification purposes only*

Duties, powers and functions

7. The Committee shall:

(a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and

(b) without prejudice to the generality of the foregoing:

(i) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually; assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;

(ii) support the Company's regular evaluation of the Board's performance;

(iii) review the implementation and effectiveness of the policy on Board diversity, including the measurable objectives that the Board has set and the progress on achieving the objectives, and to disclose a summary of such policy and the review results of the Board in the Corporate Governance Report of the Company annually;

(iv) identify and nominate appropriate candidates suitably qualified to become Directors, whether to fill casual vacancy or as new addition to the Board, and select or make recommendations to the Board for the Board's approval;

(v) 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 (the "**Corporate Governance Report**") in the Annual Report of the Company;

(vi) regularly review and assess each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively;

(vii) review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;

(viii) review succession planning for the chairman of the Board, the chief executive as well as the Directors and senior management of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, and make recommendations to the Board on relevant appointments or re-appointments, as appropriate;

(ix) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

(x) 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 applicable legislation and regulation.

8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting procedures

9. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.