



TRAUSON HOLDINGS COMPANY LIMITED

創生控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 325)

THE TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE “COMMITTEE”)

Members

1. The Committee should comprise three directors appointed by the board of directors of the Company (the “Board”) from time to time, of which the majority should be independent non-executive directors.
2. The Committee should be chaired by the chairman of the Board or an independent non-executive director.
3. The secretary of the Committee should be the secretary of the Company.

Frequency and Procedure of Meetings

4. The Committee should convene at least one meeting per year and may convene additional meetings as and when required.
5. The chairman of the Committee may exercise his discretion to convene additional meetings.
6. The quorum of each meeting should be any two members of the Committee.
7. The procedure of the Committee meeting should comply with Article 20 of the Company’s Articles of Association.
8. Within a reasonable period of time after the Committee meetings, draft versions of minutes should be sent to all Committee members for comments, and the final version duly signed by the chairman of the Committee should also be circulated to all Committee members for records. Full minutes of Committee meetings should be kept by the secretary of the Committee and be open for inspection by directors of the Company.

Authorities

9. The Board authorises that the Committee may have access to external legal or other independent professional advice as and when required, and may invite external parties with related experience and professional knowledge to attend the Committee meetings.
10. The Committee should be provided with sufficient resources to perform its duties.

Responsibilities and Functions

11. The Committee should:
 - a) Review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;
 - b) Formulate nomination policy for Board approval and apply the nomination policy approved by the Board;
 - c) Without prejudice to the general principles under the foregoing terms:
 - (i) Consider the criteria for selecting directors and formulate the related search and selection procedure of suitable candidates for the shareholders' election as the members of the Board;
 - (ii) Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The detailed resumes of the nominated candidates would be provided to the Board and shareholders for them to make an informed decision;
 - (iii) Identify and nominate the candidates to fill any director's casual vacancy for Board approval;
 - (iv) Assess the independence of independent non-executive directors;
 - (v) Make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
 - (vi) Take any action required by the Committee to perform its authorities and responsibilities delegated by the Board; and

- (vii) Comply with any regulations, guidelines and rules stipulated by the Board, the Company's Articles of Association or applicable laws from time to time.
12. The Committee should make available its terms of reference, explaining its role and authority delegated to it by the Board by including them on the website of The Stock Exchange of Hong Kong Limited and the Company's website.

Report Procedure

13. The Committee should report to the Board regularly. At the Board meeting convened after each Committee meeting, the chairman of the Committee should report its findings and recommendations.

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