

KARRIE INTERNATIONAL HOLDINGS LIMITED
(the “Company”)
NOMINATION COMMITTEE

TERMS OF REFERENCE

1 Membership

- 1.1 The Nomination Committee shall consist of a minimum of three members appointed by the Board from time to time. The majority of the Nomination Committee shall be Independent Non-Executive Directors. A quorum shall be two members.
- 1.2 The Chairman of the Nomination Committee shall be an Independent Non-Executive Director and shall be appointed by the Board.

2 Secretary of the Nomination Committee

- 2.1 The Human Resources and Administration General Manager shall be the Secretary of the Nomination Committee.

3 Frequency of meetings

- 3.1 Meetings of the Nomination Committee shall be held not less than once a year.
- 3.2 All of the provisions of the Bye-laws of the Company regulating meetings and proceedings of the Board shall, mutatis mutandis, govern the meetings and proceedings of the Nomination Committee.
- 3.3 The Nomination Committee members may attend meetings of the Nomination Committee either in person or through other electronic means of communication (if made available by the Company). Should any member of the Nomination Committee wish to attend a meeting through electronic means of communication, prior arrangements shall be made with the Secretary.
- 3.4 The chairman of the Board (the “**Chairman**”) shall be in attendance with other members of the senior management of the Company if deemed appropriate and invited by the Nomination Committee.

4 Annual general meetings

- 4.1 The Nomination Committee Chairman shall endeavor to attend the annual general meetings of the Company and be prepared to respond to any questions of the shareholders of the Company relating to the Nomination Committee's activities.
- 4.2 If the Nomination Committee Chairman is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Nomination Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any such questions.

5 Authority

- 5.1 The Board retains authority and the Nomination Committee acts as adviser of the Board.
- 5.2 The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference.
- 5.3 Where the Board resolves not to approve any resolutions which the Nomination Committee has previously resolved, the Board must disclose the reasons for non-approval in its next annual report.
- 5.4 The Nomination Committee should be provided with sufficient resources to discharge its duties.
- 5.5 Subject to the Company's procedure for seeking external advice, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6 Duties

- 6.1 The duties of the Nomination Committee shall be:
 - 6.1.1 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;
 - 6.1.2 to identify, and assess the suitability and qualification of, candidates to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

6.1.3 to assess the independence of Independent Non-Executive Directors; and

6.1.4 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 of the Company.

7 Reporting procedures

7.1 Full minutes of Nomination Committee meetings should be kept by the Secretary of the meeting. The Secretary shall circulate the draft and final versions of the minutes of meetings of the Nomination Committee to all members of the Nomination Committee for their comments and records respectively, in both cases within a reasonable time after the meeting. The signed minutes shall be available for inspection by all members of the Board.

7.2 The Nomination Committee shall report to the Board. At the next meeting of the Board following a meeting of the Nomination Committee, the Nomination Committee Chairman shall report the findings and recommendations of the Nomination Committee to the Board, if required.

8 Others

8.1 The Nomination Committee shall have access to sufficient resources in order to discharge its duties. In the event that the Nomination Committee determines that it has insufficient resources, it may make a request for additional resources to the Board through the Secretary.

8.2 All members of the Nomination Committee shall have access to the advice and services of the Secretary with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.

8.3 Every member of the Nomination Committee shall give sufficient time and attention to his/her duties as a member of the Nomination Committee. He/she shall give the Company the benefit of his skills and expertise through regular attendance and active participation.