

TEXWINCA HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(the “**Company**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Board of directors of the Company (the “**Board**”) resolved on 19 July 2005 to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

MEMBERSHIP

1. The members of the Committee shall be appointed by the Board amongst its members and comprising a majority of which shall be independent non-executive directors of the Company, with at least one member of a different gender.
2. The chairman of the Committee (the “Committee Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.

ATTENDANCE AT MEETINGS

3. The Committee may invite any director, senior management or other individual to attend all or part of the meetings as it considers appropriate.
4. The company secretary of the Company or his or her nominee acts as the secretary of the Committee.

MEETINGS

5. Meeting of the Committee shall be held at least once a year and otherwise as required.
6. Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless all members of the Committee unanimously waive such notice.
7. A quorum shall be two (2) members of the Committee provided that if any members of the Committee are interested in any nomination submitted to the Committee for consideration or approval, such member shall declare the nature of his interest and shall not be counted in the quorum present at the meeting and his vote shall also not be counted.

8. Meeting(s) of the Committee may be conducted in person or through electronic communication, including by telephone or video conference.
9. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

AUTHORITY

10. The Committee shall be provided with sufficient resources to perform its duties and obtain independent professional advice to perform its responsibilities where necessary.
11. The Committee is authorised by the Board :-
 - (a) to determine the policy for the nomination of directors of the Company (the “**Nomination Policy**”);
 - (b) to delegate its authority and duties to sub-committees, or individual members of the Committee, as it deems appropriate;
 - (c) to do any such things to enable the Committee to discharge its authority and duties conferred on it by the Board; and
 - (d) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

DUTIES

12. The Committee shall perform the following duties:
 - (a) review the structure, size and composition (including the skills, knowledge and experience) 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 complement the Company’s corporate strategy;
 - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, based on merit and having due regard to the Board Diversity Policy and other factors which are relevant to the Company;

- (c) assess the independence of independent non-executive directors on an annual basis having regard to relevant guidelines or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- (e) support the regular evaluation of the Board’s performance;
- (f) 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, taking into account the factors as required by the Listing Rules;
- (g) review the implementation and effectiveness of the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing the relevant policy, and monitor the progress on achieving the objectives on annual basis; and
- (h) review the Nomination Policy, its implementation and effectiveness.

REPORTING PROCEDURES

13. The secretary of the Committee shall circulate the minutes of meeting of the Committee to all members of the Committee after each meeting.

ATTENDANCE IN ANNUAL GENERAL MEETING

14. The Committee Chairman or another member of the Committee shall attend the annual general meeting of the Company and be available to answer questions at the annual general meeting of the Company.