Sandmartin International Holdings Limited
聖馬丁國際控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 482)

Terms of Reference of the Nomination Committee

The Nomination Committee

The board of directors (the "**Board**") of **Sandmartin International Holdings Limited** (the "**Company**") established a committee of the Board known as the Nomination Committee (the "**Nomination Committee**"), a summary of its constitution and particular duties are set out below:

(1) Membership

Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company (the "**Directors**") and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive Directors. At least one member of the Nomination Committee shall be of a different gender.

The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

(2) Secretary

The Company Secretary shall be the secretary of the Nomination Committee.

(3) Attendance at meetings

A quorum shall be two members. Other board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

Only the Nomination Committee members shall have voting powers in the meeting.

(4) Meetings

The Nomination Committee members may call any meetings at any time when necessary.

Notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all meetings of the Nomination Committee, at least 7 days before the date of the meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the adjourned meetings are held within 14 days, no prior notice is required.

Meetings can be attended in person or via electronic means including telephonic or video conferencing or through other electronic means of communication (whereby all persons participating in the meeting can communicate with each other simultaneously and instantaneously).

Resolutions of the Nomination Committee shall be passed with a majority of votes.

Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.

Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any Director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

(5) Authority

The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.

The Nomination Committee is authorized by the Board to obtain external legal or other independent professional advice at the Company's expense, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Note: All such arrangements of obtaining external legal or other independent professional advice may be made by the company secretary.

The Nomination Committee shall be provided with sufficient resources to discharge its duties.

(6) Duties

The duties of the Nomination Committee shall include, but shall not be limited to the following:

6.1 To review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills and knowledge) 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 with due regard to the board diversity policy (the "**Board Diversity Policy**") of the Company;

6.2 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;

6.3 To assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence;

6.4 To 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;

6.5 To formulate the Board Diversity Policy and workforce diversity policy (the "**Workforce Diversity Policy**") for the Board's consideration and approval;

6.6 To develop the diversity of board members and the workforce (including senior management), and disclose the Board Diversity Policy and Workforce Diversity Policy, if any, or a summary of the Board Diversity Policy and Workforce Diversity Policy, if any, in the corporate governance report;

6.7 To monitor the implementation of the Board Diversity Policy and Workforce Diversity Policy, if any, and review such policies, as appropriate, to ensure their effectiveness;

6.8 To support the Company's regular evaluation of the Board's performance;

6.9 To do any such things or acts to enable the Nomination Committee to discharge its duties and functions conferred on it by the Board; and

6.10 To conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the Bye-laws of the Company or imposed by relevant applicable legislation and regulations.

(7) Reporting responsibilities

After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.

Any subsequent amendments to the relevant code provisions of the corporate governance code and corporate governance report as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be deemed as the same amendments in this terms of reference of the Nomination Committee with immediate effect.

* *For identification purpose only*

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