

MINTH GROUP LIMITED
(“Company”)

TERMS OF REFERENCE AND MODUS OPERANDI OF
NOMINATION COMMITTEE
(“Committee”)

Membership

1. The Committee shall consist of at least three directors of the Company (“Directors”) (a majority of whom shall be independent non-executive Directors) appointed by the Company’s board of directors (“Board”) from time to time.
2. The Board shall designate the chairman of the Board or an independent non-executive Director as the Committee’s Chairman.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two Committee members.
7. Meetings of the Committee may follow the same procedures as those for meetings of the Board under the relevant provisions in the Company’s articles of association, as amended from time to time.

Duties, powers and functions

8. The Committee shall perform the following duties:
 - (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 composition (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy and business model;

- (ii) identify individuals suitably qualified to become Board members and select or make recommendations on the selection of individuals nominated for directorships having regard to each candidate's merit against an objective criteria and the benefits of diversity of the Board;
 - (iii) assess the independence of independent non-executive Directors;
 - (iv) 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;
 - (v) do any such things to enable the Committee to perform its responsibilities and functions conferred on it by the Board;
 - (vi) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's articles or imposed by legislation; and
 - (vii) have regard to the Company's policy concerning diversity of board members, and make appropriate disclosure of the policy or a summary of the policy including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives in the Corporate Governance Report.
9. The Committee shall be provided with sufficient resources to enable it to perform its duties and responsibilities, including the resources for seeking independent professional advice, at the Company's expense.

Reporting Procedures

10. 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.