



SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

TERMS OF REFERENCE – NOMINATION COMMITTEE

(Adopted on 30 March 2012 and revised on 28 October 2013)

1. Constitution

The nomination committee (the “**Nomination Committee**”) was formed pursuant to the resolution of the board of Directors (the “**Board**”) of Soundwill Holdings Limited (the “**Company**”).

2. Membership

2.1 The Nomination Committee shall consist of at least three Directors with the majority being independent non-executive directors (“**INEDs**” or each “**INED**”) appointed by the Board from time to time.

2.2 The Chairman of the Nomination Committee shall be appointed by the Board and shall be the Chairman of the Board or an INED.

3. Frequency and proceedings of meetings

3.1 Meeting shall be held at least once every year. Additional meeting shall be held as the Nomination Committee demands.

3.2 The quorum for the meetings of the Nomination Committee shall be no less than two members.

3.3 The company secretary of the Company shall be the secretary of the Nomination Committee.

3.4 Unless otherwise provided in these terms of reference, all of the provisions of the Bye-Laws of the Company regulating meetings and proceedings of the Board shall govern the meetings and proceedings of the Nomination Committee.

3.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be sent to each Nomination Committee member and any other person required to attend the meeting at least 14 days before the date of the meeting. Supporting/information papers shall be sent to the Nomination Committee members and to any other attendees at least 3 working days in advance of the meeting or as otherwise agreed.

4. Duties, power and functions

4.1 The Nomination Committee is authorized by the Board to:

- (a) seek independent professional advice if necessary, at the Company's expense, to perform its duty;
- (b) seek any information from senior management of the Company it requires to perform its duties;
- (c) conduct interviews with prospective candidates for nomination; and
- (d) invite the Chairman of the Board and/or Chief Executive Officer(s), external advisers and other persons to attend all or part of any meeting.

4.2 The Nomination Committee shall:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) review the Company's board diversity policy and the progress on achieving the objectives set for implementing the said policy; and make disclosure of its review results in the Corporate Governance Report annually;
- (c) identify individuals suitably qualified to become members of Board and select or make recommendations to the board on the selection of individuals nominated for directorships;
- (d) assess the independence of the INEDs;

- (e) 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 Officer; and
- (f) to determine the policy for nomination of directors.

5. Reporting procedures

- 5.1 The Nomination Committee shall report to the Board at regular meetings of the Board or at such other times or occasions where the Nomination Committee considers appropriate.
- 5.2 The Nomination Committee shall make whatever recommendation to the Board it deems appropriate on any area within its ambit where action or improvement is needed.