

Broad Greenstate International Company Limited

博大綠澤國際有限公司

(incorporated in the Cayman Islands with limited liability)

Terms of Reference for Nomination Committee

Constitution

1. The Board has established a committee known as the Nomination Committee (“**Committee**”).

Composition

2. The Committee shall be appointed by the Board from amongst the directors and shall consist of not less than three members, a majority of whom should be independent non-executive directors.
3. The initial term of a member shall be three years, which may be extended by the Board.
4. The initial members of the Committee are:

Dai Guoqiang (*Chairman*)
Wang Xiaohong
Xiao Li
5. The chairman of the Committee shall be appointed by the Board, and be either the chairman of the Board or an independent non-executive director. In his absence, members present shall elect any one of the members to chair a Committee meeting.

Attendance at meetings

6. The Company secretary or his/her delegate or such other person as appointed by the chairman of the Committee shall be the secretary of the Committee (“**Secretary**”).

Frequency and procedures of meetings

7. Meetings shall be convened as and when necessary or as requested by the director in charge or the chairman of the Committee.
8. Unless otherwise agreed, notice of each meeting shall be given to each member of the Committee and any other person required to attend no later than seven days prior to the date of the meeting, on which the venue, time and date to hold the meeting, together with an agenda of the issues to be discussed shall be stated. Other supplemental documents shall be forwarded to the members of the Committee in the meantime.
9. Unless amended with these terms of reference or by a resolution of the Committee, the procedures of the Committee’s meetings shall proceed in accordance with the provisions of the Articles of Association in respect of the procedures for meetings of Directors.

10. Resolutions of the Committee meetings shall be passed by vote of two-third or more of the entire members of the Committee, each of whom shall have one vote. Vote in respect of resolutions of the Committee meetings shall be taken by a show of hands or a poll.
11. The members may adopt from time to time the procedures governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee.

Authority

12. The Committee is authorized by the Board to deal with any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
13. The Company shall provide the Committee with sufficient resources to enable it to perform its duties. The Committee is authorized by the Board to obtain outside legal or other independent professional advice at the expense of the Company and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Communication

14. The Nomination Committee shall have sufficient means for communication with the management and may invite management personnel or other persons to attend its meetings. It may also consult with the chairman and/or the chief executive officer of the Company for advice in respect of any matters as selected and delegated by the directors.

Duties

15. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become directors and select or make recommendations to the Board on the selection of individuals nominated for directorship;
 - (c) to assess the independence of the independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including any subsequent amendments thereof); and
 - (d) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular, the chairman and the chief executive officer.

Other matters

16. The chairman of the Committee, in consultation with the directors in charge and the Secretary of the Committee, should be responsible for drawing up and approving the agenda of each Committee meeting. The chairman of the Committee, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues raised at each Committee meeting.
17. The Secretary shall record minutes of all duly convened meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made by the Committee and any concerns raised by any member including dissenting views of any member. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting.
18. The chairman of the Committee shall report at the forthcoming regular board meeting any key decisions and recommendations made by the Committee and shall table before the Board an index of meetings and issues discussed unless there are legal or regulatory restrictions on its ability to do so, such as restrictions on disclosure by regulatory requirement.
19. The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board.
20. The Committee shall be provided with sufficient resources to perform its duties.
21. Unless otherwise defined, terms and expressions used herein shall have the same meanings as defined in the corporate governance practice manual of the Company.