

K & P International Holdings Limited
堅寶國際控股有限公司
(the “Company”)
(Incorporated in Bermuda with limited liability)
(Stock code: 675)

Terms of Reference for the Nomination Committee

(Revised and Adopted on 29 August 2013)

1. Constitution

The nomination committee (the “**Committee**”) is established as a committee of the board (the “**Board**”) of directors of the Company.

2. Membership

The Committee is chaired by the chairman of the Board and comprises a majority of independent non-executive directors.

The Chairman and members of the Committee shall be appointed by the Board.

The Board may from time to time appoint additional members to the Committee from among the directors.

3. Secretary

The Company Secretary shall act as the secretary of the Committee.

4. Quorum and Attendance

A quorum shall be two members of the Committee.

5. Frequency of Meetings/Resolutions

The Committee shall meet with such frequency as it may consider appropriate (but in any event shall be at least once a year).

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.

6. Authorities

The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information if reasonably requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorized by the Board to seek independent professional advice at the Company’s expenses when it considers appropriate. The Committee is to be provided with sufficient resources to perform its duties.

7. Duties

The duties of the Committee include the following:

- (a) to review the structure, size and diversity (including but not limited to age, gender, skills, professional and industry experience, educational background, 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;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) 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;
- (e) to review the board diversity policy, as appropriate and the measurable objectives that the board has set for implementing the board diversity policy, and monitor the progress on achieving the objectives; and
- (e) to review the Committee's terms of reference and its own effectiveness and recommend to the Board from time to time any necessary changes.

8. Minutes/Resolutions

Full minutes of Committee meetings/resolutions in writing should be kept by the secretary of the Committee, and the draft and final versions of the minutes of meetings/resolutions in writing of the Committee shall be circulated to all members of the Board for their comment and records respectively, in both cases within a reasonable time after the meeting.

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.