



MANTA HOLDINGS COMPANY LIMITED

敏達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

(“the Company”, together with its subsidiaries, the “Group”)

Terms of Reference of Nomination Committee

Adoption Date: 25 June 2010

Revised Date: 27 March 2012

1. Constitution

1.1 The board (“Board”) of directors (“Directors”) of the Company resolved to establish a nomination committee (“Committee”) on 25 June 2010.

2. Membership

2.1 Members of the Committee (the “Members”) shall be appointed by the Board from amongst the Directors and the Committee shall be made up of at least three Members, the majority of whom should be independent non-executive Directors;

2.2 Only the Members have the right to attend Committee meetings. Other executives of the Group may be invited to attend for all or part of any meeting, as and when appropriate;

2.3 The appointment of the Members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.

2.4 Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the Board; and

2.5 The Board shall appoint the chairman of the Committee (the “Committee Chairman”) who should be an independent non-executive Director or the chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their numbers to chair the meeting. The Committee Chairman shall not chair the meeting when it is dealing with the matter of succession to the chairmanship.

3. Secretary

3.1 The company secretary of the Company shall act as the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be two Members and a majority of whom shall be the independent non-executive Directors. If only two Members are present in any Committee meeting, at least one Member must be an independent non-executive Director.

5. Frequency of Meetings

5.1 The Committee shall meet at least once each year and at such time as the Committee shall require.

6. Notice of Meetings

6.1 Committee meetings shall be convened by the Committee Chairman;

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member and any other person required to attend at least 7 days before the date of the meeting. Supporting papers shall be sent in full to the Members and to other attendees as appropriate at least 3 clear days in advance of the meeting.

6.3 Any Member may request for meetings by giving to the Committee Chairman of not less than fourteen days' notice in writing.

7. Minutes of Meetings

7.1 Full minutes of the Committee meetings shall be kept by the secretary of the Committee.

7.2 Draft and final versions of minutes of the Committee meetings should be sent to the Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

7.3 Minutes of the Committee meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by any Member or dissenting views expressed.

8. Annual General Meeting

8.1 The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholder questions on the Committee's activities and responsibilities.

9. Duties

9.1 The Committee shall:

- 9.1.1 review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position at least annually and make recommendations to the Board with regard to any changes;
- 9.1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships and be responsible for nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 9.1.3 before appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;
- 9.1.4 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 9.1.5 assess the independence of independent non-executive Directors;
- 9.1.6 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and, in particular, the reasons why they consider the individual to be independent;
- 9.1.7 keep up to date and fully informed about strategic issues and commercial changes affecting the Group with regard to human resources relating to senior positions; and
- 9.1.8 make available the Committee's terms of reference.

9.2 The Committee shall also make recommendations to the Board concerning:

9.2.1 any matters relating to the continuation in office of any Director, in particular the chairman of the Board and chief executive officer, at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and

9.2.2 the appointment and re-appointment of any Director to executive office.

10. Reporting Responsibilities

10.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities; and

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Authority

11.1 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties; and

11.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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