



**TONLY ELECTRONICS HOLDINGS LIMITED**  
**通力電子控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1249)  
**(the "Company")**

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

Effective on 12 July 2013

(Adopted at the Board Meeting on 12 July 2013)

## **A. Constitution**

Pursuant to the resolution passed on 12 July 2013 by the board of directors (the “**Directors**”) of the Company (the “**Board**”), the Nomination Committee is a committee of the Board.

## **B. Nomination Committee**

### **1 Membership**

- 1.1 Members of the Nomination Committee (“**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the directors of the Company only and shall consist of not less than three (3) Members, with the majority being independent non-executive directors of the Company.
- 1.2 The chairman (the “**Chairman**”) of the Nomination Committee shall be appointed by the Board.
- 1.3 The secretary of the Nomination Committee shall be appointed by the Board.
- 1.4 The appointment of the members and secretary of the Nomination Committee may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

### **2 Proceedings of the Nomination Committee**

#### **2.1 Notice**

- 2.1.1 Unless otherwise agreed by all Members, a meeting of the Nomination Committee (the “**Meeting**”) shall be called by at least two (2) working days' notice.
- 2.1.2 A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the secretary of the Nomination Committee shall, at any time summon a Meeting. Notice shall be given to each member of the Nomination Committee orally in person or in writing. Any notice given orally shall be confirmed in writing.
- 2.1.3 Notice of Meeting shall state the time and place of the Meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the Meeting.

#### **2.2 Quorum**

The quorum of the Meeting shall be constituted by two (2) Members.

#### **2.3 Attendance of Meetings by non-members**

Other members of the Board, apart from the Members, shall have the right to attend any Meetings, but shall not be counted in the quorum of the relevant Meetings.

#### **2.4 Frequency of Meetings**

Meetings shall be held at least once every year. The Members may call any Meeting at any time when necessary.

## **2.5 Voting**

Resolutions of the Nomination Committee at any Meeting shall be passed by a majority of votes of the Members present. In the event of equal votes, the Chairman shall have the right of second vote or casting vote.

## **2.6 Others**

Meetings could be held in person, by telephone or by video conference.

## **3 Written resolutions**

Resolutions may be passed by all Members in writing.

## **4 Alternate members**

No Member shall appoint any alternate to attend the meeting or perform his duties thereat.

## **5 Authority**

The Nomination Committee may exercise the following powers:

- 5.1 to determine the policy for the nomination of directors of the Company;
- 5.2 to delegate its authority and duties to sub-committees, or individual Members, as it deems appropriate.

## **6 Duties**

6.1 The duties of the Nomination Committee shall include, without limitation:

- 6.1.1 to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, the skills, knowledge, experience and length of service) of the Board at least annually and to make recommendation to the Board regarding any proposed changes to implement the Company's corporate strategy;
- 6.1.2 with due regard for the benefits of diversity on the Board, to identify individuals suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.1.3 to assess the independence of independent non-executive directors of the Company;
- 6.1.4 to make recommendations to the Board on the appointment or re-appointment of directors of the Company and the succession planning for directors of the Company, in particular the chairman of the Board and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- 6.1.5 regularly review the time required from a Director to perform his responsibilities;

6.1.6 review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;

6.1.7 do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and

6.1.8 conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

6.2 The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

## **7 Reporting procedures**

7.1 The secretary of the Nomination Committee shall circulate the draft and final minutes of Meetings and all written resolutions of the Nomination Committee to all members of the Nomination Committee.

7.2 The secretary of the Nomination Committee shall maintain as part of the Company's corporate records all approved minutes of Meetings and reports.

## **8 Annual general meetings of the Company**

The Chairman or another Member shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders of the Company on the Nomination Committee's activities and responsibilities.