

**MOISELLE**  
**MOISELLE INTERNATIONAL HOLDINGS LIMITED**  
**慕詩國際集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 130)

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

**The Committee**

**1. Members and Secretary**

- 1.1 The majority of the members (the “**Committee Member(s)**”) of the nomination committee (the “**Committee**”) shall be independent non-executive director of the Company.
- 1.2 The chairman of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.
- 1.3 The company secretary of the Company shall be appointed as secretary (the “**Committee Secretary**”) of the Committee by the Board.
- 1.4 The appointment of additional Committee Members or the determination of the office of any Committee Members or the Committee Secretary shall be allowed only by resolutions passed by the Board and the Committee respectively.

**2. Proceedings of meetings**

- 2.1 Unless agreed by all the Committee Members present at the meeting (note: not all the Committee Members), the notice period for convening a meeting (the “**Committee Meeting(s)**”) of the Committee shall not be less than seven clear days (including non-working days).
- 2.2 Any of the Committee Members can convene a meeting by giving to the Committee Secretary a notice in writing. Upon receipt of such notice, the Committee Secretary shall notify in writing all other Committee Members about the meeting of the Committee. Any Committee Member can also convene a Committee Meeting by giving a notice in writing directly to all other Committee Members. The Committee Secretary can also convene a Committee Meeting by giving to all Committee Members a notice in writing.
- 2.3 “**Written**” notices referred to above shall include any notices given by way of facsimile and email.

- 2.4 Any of the Committee Members cannot present at a meeting in person, he can join in the discussion of the meeting through telephone calls. Any Committee Members who attend the meeting over the telephone shall be deemed to have been present at the meeting.
- 2.5 The quorum of a meeting shall be not less than two members (excluding the Committee Secretary). The quorum shall be present at the commencement of and throughout (except during breaks) the meeting.
- 2.6 Save for and except with the approval from all the Committee Members, no discussion on issues not set out in the agenda of the meeting shall be allowed in the Committee Meetings.

### **3. The powers of the Committee**

The Committee shall have the following powers:

- (a) to assess the independence of independent non-executive Directors;
- (b) to formulate the nomination policy for consideration of the Board;
- (c) to identify and nominate individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorships; and
- (d) to do all such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

### **4. The obligations of the Committee**

The Committee shall be responsible for the following:

- (a) to implement the nomination policy laid down by the Board;
- (b) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (c) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for directors in particular the chairman and the chief executive;

- (d) to review the policy on Board diversity (the “**Board Diversity Policy**”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually; and
- (e) to report to the Board the findings and recommendations of the Committee at the next meeting of the Board following each Committee Meeting.

(Adopted on 23 March 2012 and revised on 30 August 2013)