

MIN XIN HOLDINGS LIMITED
閩信集團有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 222)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Revised on 25 March 2014)

1. Membership

- 1.1 The Nomination Committee (the “Committee”) of Min Xin Holdings Limited (the “Company”) shall be appointed by the Board of Directors (the “Board”) of the Company and the majority of the members shall be independent non-executive Directors.
- 1.2 The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

2. Meetings

- 2.1 Meetings shall be held at least once a year.
- 2.2 The quorum of meetings shall be two members.
- 2.3 Members may attend the meetings either in person or through other electronic means of communication.
- 2.4 The Committee may invite relevant parties (including but not limited to outsiders with relevant experience and expertise) to attend meetings as it considers necessary.
- 2.5 The Company Secretary shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

3. Duties, powers and functions

The Committee shall:

- 3.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 3.2 identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 3.3 assess the independence of independent non-executive Directors;
- 3.4 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;
- 3.5 monitor the implementation of the "Board Diversity Policy" and report annually in the Corporate Governance Report; and
- 3.6 be provided with sufficient resources to enable it to perform its duties, including the resources for seeking independent professional advice.

4. Reporting Responsibilities

The Committee shall report to the Board after each meeting.

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