



LONG SUCCESS INTERNATIONAL (HOLDINGS) LIMITED

百齡國際（控股）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8017)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Membership

1. The nomination committee of the Company (the “Committee”) shall consist of at least three members appointed by the board of directors of the Company (the “Board”), with the majority of the members being independent non-executive directors of the Company.
2. The chairman of the Committee shall be appointed by the Board who should be an independent non-executive director of the Company.
3. The company secretary of the Company shall be 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.

Frequency and Proceedings of Meetings

4. The Committee shall meet at least once a year.
5. The quorum of a meeting shall be two members of the Committee.

Duties

6. The Committee is to:–
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the board at least once a year and make recommendations on any proposed changes to the board to complement the Company’s corporate strategies;
 - (b) to identify individuals suitably qualified to become board members 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 relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer; and

- (e) to report to the board on its decisions or recommendations, unless there are legal or regulatory restrictions.

Minutes of Meetings

- 7. Minutes of meetings of the Committee shall be sent to all members of the Board to review.

Others

- 8. The terms of reference of the Committee shall be posted both on the Company's website and the website of the Hong Kong Stock Exchange.