



FOREFRONT GROUP LIMITED

福方集團有限公司

HKSE Code: 885

(incorporated in Cayman Islands with limited liability)

Nomination Committee Terms of Reference

(Approved by the board on 16 March 2012)

Reference to “the Committee” shall mean the Nomination Committee of Forefront Group Limited.

Reference to “the board” shall mean the board of directors of Forefront Group Limited.

Reference to “the company” shall mean Forefront Group Limited and reference to “the group” shall mean the company and its subsidiary undertakings.

1. Membership

- 1.1 Members of the Committee shall be appointed by the board, where appropriate, in consultation with the Chairman of the Committee. The Committee shall be made up of at least three members;
- 1.2 Majority of members of the Committee shall be independent non-executive directors;
- 1.3 Only members of the Committee have the right to attend Committee meetings. Other individuals such as the chief executive (or the person of another title undertaking such role and functions) and Head of Human Resources, may be invited to attend all or part of any meeting as and when appropriate;
- 1.4 Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the board; and
- 1.5 The board shall appoint the Committee Chairman who shall 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 members (who shall be an independent non-executive director or the Chairman of the board) to chair the meeting.

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2. Secretary

The Chairman shall nominate a secretary to the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet at least once a year and otherwise as required.

5. Notice of Meetings

5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members; and

5.2 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 of the Committee and any other person required to attend at least 14 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at least 3 days in advance of the meeting.

6. Minutes of Meetings

The Chairman of the Committee shall arrange for keeping of records of resolutions passed at Committee meetings, and circulate the same to all members of the Committee within a reasonable time after each meeting for their comment and, once agreed and finalized, to all members of the board and the Committee for their records.

7. Annual General Meeting

The Chairman of the Committee should, as far as practicable, attend the Annual General Meeting and make himself available to respond to any shareholders' questions on the Committee's activities.

8. Duties

8.1 The Committee shall:

- 8.1.1 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;
- 8.1.2 identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- 8.1.3 assess the independence of independent non-executive directors;
- 8.1.4 make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the board and the chief executive (or the person of another title undertaking such role and functions); and
- 8.1.5 make available the Committee's terms of reference, explaining its role and the authority delegated to it by the board by including them on the Exchange's website and the company's website.

9. Reporting Responsibilities

- 9.1 The Committee Chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities; and
- 9.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

10. Authority

- 10.1 The Committee is authorised to obtain, at the Company's expense, outside legal or other independent professional advice on any matter within its terms of reference.
- 10.2 The Committee should be provided with sufficient resources to perform its duties.