



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

(Adopted by the Company pursuant to the Board resolution passed on 8 December 2005

and revised on 23 March 2012)

1. Constitution

The board (the “Board”) of directors (the “Directors”) of ITE (Holdings) Limited (the “Company”) have resolved to established a committee known as the Nomination Committee (the “Committee”) pursuant to article 137 of the Articles of Association of the Company.

2 Membership

The Committee shall comprise a minimum of three Directors appointed by the Board from time to time. The majority of the Committee members shall be independent non-executive Directors.

The Board shall nominate a chairman of the Committee who should be either the Chairman of the Board, or an independent non-executive Director.

The Company Secretary or his or her nominee shall act as Secretary to the Committee and shall keep an appropriate record of its proceedings.

3. Frequency and proceedings of meetings

3.1 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

3.2 The quorum of the Committee meeting shall be two members.

3.3 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

4. Notice and Minutes of Meetings

4.1 Unless otherwise agreed, notice of each meeting setting out the venue, time and date on which it is to be held, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee 14 days prior to the date of the meeting.

4.2 Committee members could include any matters in the agenda for regular Committee meetings.

- 4.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present. The Secretary shall minute the proceedings and resolutions of all Committee meetings. Minutes of Committee meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed.
- 4.4 Full minutes shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary). Draft and final versions of minutes shall be circulated to all members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for members' inspection.

5. Duties

The Committee shall:

- (a) 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, and consider and advise the Board as to any changes that may be required to achieve a balanced and appropriate qualified board and the independence of any present or proposed independent non-executive Directors;
- (b) develop plans for orderly succession for appointments to the Board and other senior positions, and will search for, consider and 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;
- (c) re-appointment of any independent non-executive Director at the conclusion of his or her specified term of office;
- (d) any matters relating to the continuation in office as a Director or any Director at any time;
- (e) prepare suitable job descriptions and letter of appointment in relation to the Board and, if appropriate, chairmanship and membership of board committees;
- (f) make a statement in the Company's annual report and accounts detailing its activities and the process it has used to make any recommendations in respect of appointments to the Board;
- (g) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (h) assess the independence of independent non-executive directors; and
- (i) report to the Directors its activities as the Directors may require from time to time.

6. Authority

- 6.1 The Committee is authorized to seek any information it requires from any employees and all employees are directed to cooperate with any reasonable request made by the Committee.
- 6.2 The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. Reporting Responsibilities

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

Note: If there is any inconsistency between the English and Chinese versions of this Term of Reference, the English version shall prevail.