



Great Harvest Maeta Group Holdings Limited
榮豐聯合控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 3683)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE

(adopted on 13 September 2010 and revised on 29 March 2012)

1. CONSTITUTION

- (a) The board (the “**Board**”) of directors of Great Harvest Maeta Group Holdings Limited (the “**Company**”) established the nomination committee (the “**Committee**”) on 13 September 2010.

2. MEMBERSHIP

- (a) The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three (3) members, a majority of whom should be independent non-executive directors (the “**INEDs**”) of the Company. The director responsible for human resources function (the “**Responsible Director**”) shall be an ex-officio member of the Committee. Two (2) members shall form a quorum.
- (b) The chairperson of the Committee (the “**Chairperson**”) shall be chairman of the Board or an INED and in his absence, members present may elect any member to chair a Committee meeting.

3. ATTENDANCE AT MEETINGS

- (a) The company secretary of the Company or his delegate or such other person appointed by the Chairperson shall be the secretary of the Committee (the “**Secretary**”).

4. FREQUENCY AND PROCEDURES OF MEETINGS

- (a) Meetings shall be held once a year and as and when required or as requested by the Responsible Director or the Chairperson. The members may adopt from time to time the procedure governing the convening of Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee.

5. AUTHORITIES

- (a) The Committee is authorized by the Board to deal with any activity within its terms of reference. It is authorized by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

- (b) Unless otherwise agreed by all members of the Committee, a meeting shall only be called with at least seven (7) days' prior notice.
- (c) The Committee is authorized by the Board to obtain, at the Company's expense, outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. DUTIES

The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals nominated for directorship;
- (c) to assess the independence of the INEDs, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); and
- (d) to 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 chief executive of the Company (if any).

7. REPORTING PROCEDURES

- (a) The Chairperson of the Committee, in consultation with the Responsible Director and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairperson, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues arising at each Committee meeting.
- (b) The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting. The Chairperson shall report at the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.

8. REVISION OF THE TERMS OF REFERENCE

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.