



新灘集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock code: 01223)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

DEFINITIONS

1. For the purposes of the terms of reference:

Board means the board of directors of the Company.

Code means Code on Corporate Governance Practice of the Listing Rules.

Company means Symphony Holdings Limited.

Company Secretary means the company secretary of the Company.

Nomination Committee means the Nomination Committee established by the resolution of the Board in accordance with clause 2 of the terms of reference.

Director(s) mean the director(s) of the Company.

Exchange means The Stock Exchange of Hong Kong Limited.

Listing Rules mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Shareholders mean the shareholders of the Company.

CONSTITUTION

2. The Board has resolved to establish a committee of the Board known as the Nomination Committee.

MEMBERSHIP

3. The members of the Nomination Committee shall be appointed by the Board from time to time and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. A quorum for meetings of the

Nomination Committee shall be two members.

4. The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

FREQUENCY AND NOTICE OF MEETINGS

5. The Committee shall meet as and when necessary or as requested by any member of the Nomination Committee.
6. An agenda and accompanying papers should be sent in full to all Nomination Committee members in a timely manner and at least three days before the intended date of the Nomination Committee meeting (or such other period as agreed by its members).

PROCEEDINGS OF MEETINGS

7. Save as the aforesaid, meetings of the Nomination Committee shall be conducted in accordance with the provisions contained in the Bye-Laws of the Company governing the Proceedings of the Directors.

AUTHORITY

8. The Nomination Committee is authorised by the Board to discharge its duties with the terms of reference.
9. The Nomination Committee is authorised 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. The Nomination Committee shall be provided with sufficient resources to discharge its duties.

DUTIES

10. The duties of the Nomination Committee shall include:
 - (a) to 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;
 - (b) to identify individuals suitably qualified to become members of the Board 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 the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
- (e) where the Board proposes a resolution to elect an individual as an independent non-executive Director at a general meeting, to set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent;
- (f) to exercise such other powers, authorities and discretions, and perform such other duties, of the Directors in relation to the nomination of directors as the Board may from time to time delegate to it, having regard to the Code; and
- (g) to review and monitor the training and continuous professional development of Directors and senior management.

REPORTING PROCEDURES

- 11. Minutes of the Nomination Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all Nomination Committee members for their comment and records, in both cases within a reasonable time after such meetings.
- 12. Without prejudice to the generality of the duties of the Nomination Committee set out in the terms of reference, the Nomination Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

TERMS AVAILABLE

- 13. The Nomination Committee shall make available the terms of reference on request, explaining its role and the authority delegated to it by the Board, by inclusion on the Exchange's and the Company's websites.

Hong Kong • 30 March 2012