

SAMLING GLOBAL LIMITED
(Company)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

The board of directors of the Company (**Board**) resolved on August 20, 2006 to establish a committee known as the Nomination Committee.

2. OBJECTIVE

- 2.1 The Nomination Committee has been appointed with a view to making recommendations to the Board so as to ensure that all nominations are fair and transparent having regard to the qualifications and competence of the nominees.

3. MEMBERSHIP

- 3.1 The Nomination Committee shall be appointed by the Board from amongst the directors and shall consist of a majority of independent non-executive directors.
- 3.2 The Chairman shall be an independent non-executive director appointed by the Board and in his absence, members present may elect another independent non-executive director to chair the meeting.
- 3.3 The Company Secretary shall act as Secretary of the Nomination Committee.

4. PROCEEDINGS

- 4.1 The Nomination Committee shall meet at least once during each financial year and shall hold such additional meetings as the Chairman shall deem necessary in order to fulfil its duties.
- 4.2 The quorum for a meeting shall be two (2) members including at least one (1) independent non-executive director.
- 4.3 Resolutions of the Nomination Committee shall be passed by a majority of votes of members present. In the event that only two (2) members are present, any resolution shall be passed by them unanimously.
- 4.4 Save as specified above, other provisions of the Company's Articles of Association for regulating proceedings of the Board shall apply to the Nomination Committee, insofar as they are applicable.

5. AUTHORITY

- 5.1 The Nomination Committee shall report directly to the Board on their recommendations unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 5.2 The Nomination Committee is authorised to obtain external professional advice and service (including the use of intermediary agencies) if it considers necessary.

5.3 The Nomination Committee shall be provided with sufficient resources to discharge its duties.

6. **DUTIES**

The duties of the Nomination Committee include:

- 6.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes;
- 6.2 to identify individuals suitably qualified to become members of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 to assess the independence of independent non-executive directors;
- 6.4 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 of the Board and the Chief Executive Officer;
- 6.5 to recommend to the Board directors to be appointed to Board committees and to review annually the effectiveness of Board committees; and
- 6.6 to provide an orientation and education programme for new directors.

7. **PUBLICATION OF THESE TERMS OF REFERENCE**

A copy of these Terms of Reference will be made available to any person without charge upon request and both notice as to such availability and these Terms of Reference shall be posted on the Company's website.