

**HUSCOKE HOLDINGS LIMITED**  
**(the “Company”)**

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

**Membership**

1. The nomination Committee shall be appointed by the Board and consist of not less than three members, the majority of which shall be independent non-executive directors.
2. The Board shall nominate chairman of the board or an independent non-executive director as the chairman of the Committee.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

**Quorum**

4. The quorum of a meeting shall be two members of the Committee. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

**Meetings**

5. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

**Authority**

6. The Committee is authorized by the Board to invite advisors to attend the meeting, including but not limited to external advisors or consultants to advise its members.
7. The Committee is authorized by the Board, at the Company’s expenses, to seek appropriate professional independent advice inside and outside the Group as and when it considers this necessary.

## **Duties, powers and functions**

8. The Committee shall –

- (a) Review the structure, size and composition of the Board (including the skills, qualifications, knowledge and experience) on a regular basis and make recommendations to the Board on any proposed changes to the board to complement the issuer's corporate strategy;
- (b) Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) Make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the chief executive officer of the Company;
- (d) Assess the independence of independent non-executive directors of the Company;
- (e) Review the Board Diversity Policy on a regular basis;
- (f) Review the Nomination Policy on a regular basis; and
- (g) Do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.