



玖龍紙業(控股)有限公司*

NINE DRAGONS PAPER (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(the "Company")

(Stock Code: 2689)

**TERMS OF REFERENCE
NOMINATION COMMITTEE**

1. Membership

- 1.1 The members of the Nomination Committee (the "Committee") shall be appointed by the board (the "Board") from amongst the directors and shall consist of not less than three members, a majority of whom shall be independent non-executive directors ("Independent Non-executive Director(s)").
- 1.2 The Committee should be chaired by the Chairman of the Board or an Independent Non-executive Director. The Chairman of the Board shall not chair the Committee when it is dealing with the matters of his own appointment and succession to the chairmanship.

2. Secretary

- 2.1 The Company Secretary of the Company shall act as the secretary (the "Secretary") of the Committee.
- 2.2 The Committee may, from time to time, appoint other qualified and experienced person to be the Secretary of the Committee.

3. Meeting

- 3.1 The Committee shall meet at least annually. Additional meetings shall be held upon the work of the Committee demands.
- 3.2 Notice of any Meetings has to be given at least 3 days prior to any such Meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a Meeting by a member shall be deemed waiver of the requisite length of notice by the member. Notice of any adjourned Meetings is not required if adjournment is for less than 3 days.



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- 3.3 The quorum of a meeting shall be two Committee members and one of them must be an Independence Non-Executive Director.
- 3.4 Meetings can either be held in person or through live electronic means of communication such as teleconference or videoconference.
- 3.5 Resolutions of the Committee shall be passed by a majority of votes.
- 3.6 A resolution in writing signed by all the members of the Committee shall be as effect for all purposes as a resolution of the Committee passed at a meeting duly convened, held and constituted.
- 3.7 Full minutes shall be kept by the Secretary of the Committee. 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 Directors' inspection.

4. Annual General Meeting

The Chairman of the Committee or in his absence, another member (who must be an Independent Non-Executive Director) of the Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

5. Responsibilities

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;



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- (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) assess the independence of Independent Non-executive Directors; and
- (d) 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.

6. Reporting Duty

The Committee shall report to the Board on a regular basis.

7. Authority

The Committee is authorised by the Board to seek independent professional advice, at the Company's expense, to perform its responsibilities. The Committee shall be provided with sufficient resources to perform its duties.

Effective Date: 3 March 2013

* *For identification purposes only*