

SHINHINT ACOUSTIC LINK HOLDINGS LIMITED

成謙聲匯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Nomination Committee - Terms of Reference

(Revised and adopted on 28th August, 2013)

Constitution

1. The board of directors (“**Board**”) of Shinhint Acoustic Link Holdings Limited (“**Company**”) resolved on 23rd March, 2012 to establish a nomination committee (“**Committee**”).

Membership

2. The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company (“**INED**”).
3. The chairman of the Committee (“**Chairman**”) shall be appointed by the Board and shall be the chairman of the Board or an INED.

Secretary of the Committee

4. Company secretary of the Company shall be the secretary of the Committee (“**Secretary**”).

Frequency of meetings

5. The Committee shall meet at least once a year.

Notice of meetings

6. Notice of meetings shall be given to all members of the Committee at least 7 days before the meeting unless otherwise agreed by all members of the Committee.

Meetings and Quorum

7. The quorum for a meeting of the Committee shall be 3 members, of whom a majority shall be INED.
8. The Committee may invite any other director(s), senior executives, experts and professionals or any other person to attend the meetings of the Committee when necessary.
9. Members of the Committee may participate in a meeting of the Committee by means of a conference telephone.

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10. Resolutions of the Committee shall be passed by a simple majority of votes. Each member of the Committee shall have one vote in any meeting of the Committee. In the case of an equality of votes, the Chairman shall have a second or casting vote.
11. A resolution in writing signed by all members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. The resolution in writing may consist of several documents in like form each signed by one or more of the members of the Committee.

Performance of Duties

12. Sufficient resources as reasonably requested by the Committee would be provided to the Committee to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

13. The duties of the Committee shall include, but not be limited to, the followings:
 - (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 Group'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) assess the independence of independent non-executive directors;
 - (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; and
 - (e) review the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives and make the relevant disclosure in the Corporate Governance Report.

Reporting procedures

14. The Secretary shall forward the draft minutes of meeting of the Committee to all members of the Committee for their comment within a reasonable time after the meeting. The final version shall be circulated to all members of the Committee for records. The Secretary should keep full minutes of the meetings.

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Revision and review

15. This terms of reference shall be reviewed in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Any amendments shall be recommended to the Board for approval.