

閩港控股有限公司

FUJIAN HOLDINGS LIMITED

FUJIAN HOLDINGS LIMITED (THE “COMPANY”) AND ITS SUBSIDIARIES
(COLLECTIVELY AS THE “GROUP”)
TERMS OF REFERENCE FOR NOMINATION COMMITTEE

1. Constitution

The Board of Fujian Holdings Limited (the “Company”) has resolved to establish a committee of the Board known as the Nominations Committee (the “committee”).

2. Membership

- 2.1 The Committee shall consist of 3 non-executive directors. The members of the Committee shall be appointed by the Board, two of whom shall be from amongst the independent non-executive directors of the Company.
- 2.2 The Chairman of the Committee shall be appointed by the Board.
- 2.3 Subject to 2.1, if a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another non-executive director of the Company to serve as an alternate member.
- 2.4 The Company’s Chairman shall attend meetings and be able to speak at such meetings.

3. Secretary

The Secretary of the Committee shall be the Company Secretary.

4. Quorum

The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of meetings

Meetings shall be held when required and can either be in person or through other electronic

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means of communication

6. Notice of Meetings

Meeting shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee. An agenda and accompanying Committee papers shall be circulated to all members in a timely manner and at least 3 days before the intended date of a Committee meeting insofar as it is practicable. Such papers and related materials shall be in a form and quality as will enable the Committee to make an informed decision on the matters placed before it.

7. Authority

- 7.1 In the event that the Committee considers it necessary to seek independent advice in relation to the affairs of the Committee, they should first seek, unless the circumstances are such that it would be inappropriate for them to seek such approval, the approval of the Chairman of the Company. The Company will pay for any expenses reasonably incurred.
- 7.2 Members of the Committee will be entitled to request from the Company and its directors, employees, auditors and advisors all such information as they may reasonably require in order to be able to perform their duties as a member of the Committee and, upon receipt of a request for any such information from them, the Company will use its reasonable endeavours to procure that such information is provided to them promptly.

8. Duties

- 8.1 The Committee will take full account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 8.2 The Committee will be responsible for nominating and recommending candidates for the approval of the Board to fill vacancies on the Board of Directors.

9. Reporting procedures

- 9.1 The Secretary of the Committee will keep and circulate the minutes of meetings of the Committee to all members of the Board. Minutes of meetings of the Committee should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Committee members or dissenting views expressed.
- 9.2 The Chairman of the Committee should attend annual general meetings to answer any

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shareholders' questions. In the Chairman's absence, another member of the Committee or failing this duly appointed delegate should attend in his place.

- 9.3 Except where this would violate legal or regulatory requirements, the Committee shall promptly report back to the Board all decisions and recommendations.