



## **TRADELINK ELECTRONIC COMMERCE LIMITED**

**貿易通電子貿易有限公司**  
**(the “Company”)**

*(Incorporated in Hong Kong under the Companies Ordinance with limited liability)*

**(Stock Code: 536)**

### **Terms of Reference of the Nomination Committee**

#### **Objective**

The Nomination Committee shall be responsible for ensuring a fair and transparent procedure for the nomination and appointment of Directors.

#### **Membership**

1. The Nomination Committee shall consist of not less than three members, the majority of which must be Independent Non-executive Directors of the Company. All of the members shall be appointed by the board of directors of the Company (“Board”) from amongst the Independent Non-executive Directors and Non-executive Directors of the Company. The Committee must be chaired by the Chairman of the Board or an Independent Non-executive Director.
2. The Board may remove any member or all members of the Nomination Committee at its sole discretion. The Board may from time to time vary the composition of the Nomination Committee as may be required by the Listing Rules.
3. The Chairman of the Nomination Committee shall be appointed by the Board.
4. A quorum shall be two members.

#### **Frequency of Meeting**

The Nomination Committee shall meet at least once a year and at such other times as its Chairman shall require.

### **Notice of Meeting**

1. Meetings of the Nomination Committee shall be called by its Chairman or by request of the Board.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and accompanying Committee papers, if any, and items to be discussed, shall be issued to each member of the Nomination Committee and any other person required to attend at least 3 days prior to the date of the meeting unless all members of the Nomination Committee unanimously waive such notice.
3. Resolutions shall be passed by a majority of votes or by unanimous written resolutions.
4. Meetings could be held in person, by teleconference or by video conference .

### **Attendance at Meeting**

1. The Nomination Committee may request any Director or any other individual to attend its meeting.
2. The Company Secretary or his nominee shall be the secretary of the Nomination Committee.

### **Attendance at the Annual General Meeting**

The Chairman of the Nomination Committee or in his absence, another Nomination Committee Member shall attend the Company's Annual general Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's duties and responsibilities.

### **Authority**

1. The Nomination Committee is authorized by the Board to investigate any activity within its items of reference. It is authorized to seek any information it reasonably requires from any employee. All employees are directed to

co-operate with any reasonable request made by the Nomination Committee.

2. The Nomination Committee is authorized by the Board, at the Company's expense, to appoint independent professional advisers with relevant experience and expertise (including nomination consultants) to assist the Nomination Committee and to secure the attendance of such professional adviser at its meetings if it considers it necessary.
3. The Nomination Committee is authorized to require management to provide it with such resource as may be necessary for it to discharge its duties.

### **Duties**

1. The duties of the Nomination Committee shall be:
  - (a) to 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;
  - (b) to 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) to assess the independence of independent Non-executive Directors;
  - (d) to 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;
  - (e) to report back to the Company's board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so; and
  - (f) to produce an annual report of the Nomination Committee's policy which will form part of the Company's Annual Report and Account.
2. In discharging its duties under these terms of reference, the Nomination

Committee shall take into account relevant provisions of the “Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited” and other factors that it deems necessary.

### **Reporting Procedures**

The secretary of the Nomination Committee shall circulate the minutes of meetings of the Nomination Committee to all members of the Board.

Hong Kong, 27 March 2012