

**SANDMARTIN INTERNATIONAL HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*  
(the “**Company**”)

**Terms of reference of the Nomination Committee**

The Nomination Committee

The board of directors (the “**Board**”) of **Sandmartin International Holdings Limited** (the “**Company**”) established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”), a summary of its constitution and particular duties are set out below:-

**(1) Membership**

Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”) and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.

The chairman of the Nomination Committee shall be appointed by the Board.

**(2) Secretary**

The company secretary shall be the secretary of the Nomination Committee.

**(3) Attendance at meetings**

A quorum shall be two members. Other board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

Only the Nomination Committee members shall have the voting powers in the meeting.

**(4) Meetings**

The Nomination Committee members may call any meetings at any time when necessary.

Notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the continued meetings held within 14 days, no prior notice is required.

Meeting can be attended in person or via electronic means including telephonic or video conferencing. The Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).

Resolutions of the Nomination Committee shall be passed with a majority of votes.

Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.

Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any Director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

**(5) Authority**

The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.

The Nomination Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

The Nomination Committee shall have access to sufficient resources in order to discharge its duties.

**(6) Duties**

The duties of the Nomination Committee shall include, but shall not be limited to the following:

- 6.1 To review the structure, size and composition of the Board (including the skills, knowledge and experience) on a regular basis and make recommendations to the Board regarding any proposed changes;
- 6.2 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;
- 6.3 To assess the independence of independent non-executive Directors;
- 6.4 To make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer; and
- 6.5 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.