

LINMARK GROUP LIMITED
(Incorporated in Bermuda with limited liability)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The following terms of reference of the nomination committee (“Committee”) were adopted by the board of directors (“Board”) of Linmark Group Limited (“Company”) (the Company and its subsidiaries are hereinafter collectively referred to as the “Group”) with effect from 1 April 2012.

Constitution

1. The Committee was established by a resolution passed at the Board meeting with effect from 1 April 2012.

Membership

2. The Committee shall be appointed by the Board and shall consist of a minimum of three members, a majority of whom should be independent non-executive directors.
3. The chairman of the Committee shall be appointed by the Board or elected among the Committee members and shall be the chairman of the Board or an independent non-executive director of the Company.
4. The chairman of the Board shall not chair any meeting of the Committee at which the Committee is dealing with the appointment and succession to the chairmanship of the Company.

Attendance at meetings

5. A quorum for a meeting shall be two members.
6. Executive Board members and management may attend meetings of the Committee by invitation.
7. The company secretary or the head of the human resources department shall be the secretary of the Committee. In the absence of the secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the secretary.

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Frequency of meetings

8. Meetings shall be held at least once a year. A meeting of the Committee may be convened by any of its members, or by the secretary of the Committee at the request of any of its members.

Notice of meetings

9. Unless otherwise agreed by all the members of the Committee, notice of at least three days shall be given of a meeting of the Committee, and such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

Authority

10. The Committee is authorized by the Board to deal with any nomination matters of the Board within its terms of reference. It is authorized to seek any information it requires from management and management is directed to co-operate with any request by the Committee.
11. The Committee should be provided with sufficient resources to perform its duties and is authorized by the Board to obtain independent professional advice, at the Company's expense, to perform its responsibilities if it considers this necessary.

Duties

12. The duties of the 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;

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- (c) to assess the independence of independent non-executive directors, having regard to the requirements of the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”);
- (d) to ensure that no independent non-executive director or any of his associates is involved in assessing his own independence; and
- (e) 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.

Minutes of meetings

- 13. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 of 4(1) to Appendix 3 to the Listing Rules apply.
- 14. Minutes of meetings shall record in sufficient detail the matters considered by the Committee and decision reached, including any concerns raised by members of the Committee or dissenting view expressed.
- 15. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 16. The secretary shall keep the minutes of meetings and reports of the Committee for the Company.

Reporting procedures

- 17. The Committee shall report back to the Board on its decision or recommendations unless there are legal or regulatory restrictions on its ability to do so. The secretary shall make available the minutes of meetings and reports of the Committee to all members of the Board for inspection upon request.

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Annual general meeting

18. The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

Other regulations governing the meetings and proceedings of the Committee

19. Unless otherwise specified above, the provisions contained in the Company's memorandum and bye-laws for regulations and proceedings of directors shall apply to the meetings and proceedings of the Committee (including, among other things, the provision relating to passing of a resolution in writing).

Review

20. The Board shall periodically review the adequacy of these terms of reference and make appropriate amendments, as and when required, to ensure that they remain relevant to the Group's objectives.

Publication of the terms of reference

21. The terms of reference of the Committee will be posted on the websites of the Stock Exchange and the Company.

Relevant requirements:
Code Provisions A.5.1 to A.5.5 of Appendix 14 to the Listing Rules