



QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 243)

NOMINATION COMMITTEE TERMS OF REFERENCE

**Approved and adopted on 23 January 2006
(Revised on 23 October 2006 and 7 March 2012)**

A. Principle

Members of the Nomination Committee shall be appointed by the board of directors (the “Board”) of QPL International Holdings Limited (the “Company”) to assist the Board in discharging its oversight responsibilities. The Nomination Committee will oversee the nomination of directors to the Board to ensure that all such nominations are fair and transparent.

B. Membership

1. The Nomination Committee shall consist of at least three (3) members, a majority of whom are independent non-executive directors of the Company.
2. The Chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director and elected by its members.
3. Members will be subject to re-election as a Board member by shareholders at the general meeting of the Company.
4. The company secretary of the Company or such other person nominated by the Board shall act as the secretary of the Nomination Committee.

C. Frequency and Proceedings of Meetings

1. The Nomination Committee shall meet at such times as the Nomination Committee may determine appropriate to discharge its responsibilities, but at least once a year.
2. A quorum of any meeting of the Nomination Committee will be two (2) members.

3. Only Nomination Committee members have the right to attend Nomination Committee meetings. The Nomination Committee however may invite such other persons to its meetings, as it deems necessary.
4. The secretary of the Nomination Committee shall circulate the draft agenda and accompanying papers regarding the Nomination Committee meetings to all members in a timely manner, so far as practicable, at least three (3) days in advance of each meeting for their comments.
5. The secretary of the Nomination Committee shall circulate the draft and final versions of minutes of the meetings to all committee members for their comment and records within a reasonable time after the meeting.
6. The secretary of the Nomination Committee shall keep full minutes of the Nomination Committee meetings.
7. In the absence of the secretary, a member of the Nomination Committee shall act as the secretary.

D. Duties

1. 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;
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;
3. To assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time;
4. 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; and
5. Where the Board, based on a Nomination Committee recommendation, proposes a resolution to elect an individual as an independent non-executive director at any general meeting, the Nomination Committee should review and settle the Board's explanation, as set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting, as to why the Board believes he should be elected and the reasons why the Board consider him to be independent.

E. Authority

The Board hereby delegates the Nomination Committee such powers and authorities as it shall reasonably require to perform its duties and without prejudice to the foregoing:

- To undertake interviews with prospective candidates;
- To make recommendations to the Board revising its terms of reference from time to time; and
- The Company should provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

F. Reporting Procedures

The Nomination Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

*******End*******