



VIVA CHINA HOLDINGS LIMITED

非凡中國控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8032)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. MEMBERSHIP

- (a) The Members shall be appointed by the Board and shall consist of not less than two (2) Members, a majority of whom shall be independent non-executive Directors.
- (b) The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive Director.
- (c) The company secretary of the Company shall be the secretary of the Committee.

2. AUTHORITY

- (a) The Committee is authorized by the Board to review, assess, approve and make recommendations on any issue within these terms of reference.
- (b) The Committee is authorized by the Board to obtain independent professional or legal advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary, at the expense of the Company.
- (c) The Committee should be provided with sufficient resources to perform its duties.

3. DUTIES

The duties of the Committee shall include the following aspects:

- (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) 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 and nominate 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 receive nominations from shareholders of the Company or Directors when such are tendered and to make recommendation to the Board on the selection of individuals nominated for directorships;
- (d) to evaluate the balance of skills, knowledge and experience on the Board before making any recommendation of appointment and provide the biographical details of nominated candidates to the Board to enable them to make an informed decision;
- (e) to assess the independence of independent non-executive Directors;
- (f) 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 of the Company;
- (g) to give due regard to the benefits of diversity on the Board against objective criteria in reference to the board diversity policy of the Company when performing duties set out in this terms of reference;
- (h) to review the board diversity policy of the Company as appropriate and to review the measurable objectives under the board diversity policy of the Company and the progress of attainment, so as to ensure effective implementation of the said policy and make disclosure of its review results in the Company's corporate governance report annually; and

- (i) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

4. MEETINGS

Frequency of Meetings

- (a) The Committee shall meet as and when necessary or as requested by any Member.

Proceedings of Meetings

- (b) Notice of each meeting of the Committee must be given to each Member before the time when the meeting is to be held. The Articles of Association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not replaced by provisions herein shall apply to the meetings and proceedings of the Committee. The agenda and accompanying papers shall be sent to all Members in a timely manner and at least 3 days before the intended date of a meeting of the Committee (or such other period as agreed by the Members).

Quorum

- (c) The quorum for the meeting of Committee should be any two (2) Members.

Attendance at Meetings

- (d) The Members may participate in a meeting of the Committee in person or by means of telephone or similar communications equipment and participation in a meeting pursuant to this provision shall constitute presence in persons at such meeting.

Minutes and Resolutions

- (e) Resolution of the Committee shall be passed by a majority of votes which can also be passed by a resolution in writing signed by all the Members.

The secretary of the Committee shall keep full minutes of all meetings of the Committee. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records within a reasonable time after the meeting.

Without prejudice to the generality of the duties of the Committee set out in these terms of reference, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

In these terms of reference, the following expressions have the meanings set out below:

“Board”	the board of Directors
“Company”	Viva China Holdings Limited
“Committee”	the nomination committee of the Company
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Member(s)”	the member(s) of the Committee

Effective: 12 August 2013