

JUDA INTERNATIONAL HOLDINGS LIMITED
Terms of Reference of the Nomination Committee

JUDA INTERNATIONAL HOLDINGS LIMITED
(鉅大國際控股有限公司)
(incorporated in the Cayman Islands with limited liability)

**TERMS OF REFERENCE OF
THE NOMINATION COMMITTEE**

(Adopted on 14 March 2012)

JUDA INTERNATIONAL HOLDINGS LIMITED

Terms of Reference of the Nomination Committee

JUDA INTERNATIONAL HOLDINGS LIMITED

Terms of Reference of the Nomination Committee (adopted on 14 March 2012)

Formation

1. The nomination committee (the “**Committee**”) of Juda International Holdings Limited (the “**Company**”) was formed pursuant to the board resolution of the Company passed on 14 March 2012.

Composition and Quorum

2. The Committee should be chaired by the chairman of the Board or an independent non-executive director of the Company. A majority of the Committee members should be independent non-executive directors of the Company.
3. The quorum for a meeting of the Committee shall be two members.
4. The company secretary of the Company shall be the secretary of the Committee. The secretary of the Committee or in his/her absence, his/her representative or any one member of the Committee, shall be the secretary of the meetings of the Committee.

Proceedings of meetings

5. The provisions of the articles of association of the Company regulating the meetings and proceedings of the meetings of the directors of the Company so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall *mutatis mutandis* apply to regulate the meetings and the proceedings of the meetings of the Committee.

Authority

6. The Committee is authorised by the Board with the objective to ensure a fair and transparent process of the Board appointments, in particular to assist the Board to identify suitable candidates and make recommendations for consideration by the Board and the shareholders of the Company.
7. The Committee shall report directly 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).
8. The Company shall provide the Committee with sufficient resources to discharge its duties.

JUDA INTERNATIONAL HOLDINGS LIMITED

Terms of Reference of the Nomination Committee

9. The Committee is authorised to obtain independent advice or assistance from any person, including professional consultants, whom it regards as competent to give such advice or assistance, at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Committee shall have sole authority to approve related fees and retention terms.
10. The Committee may delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Company.

Duties

11. The duties of the Committee shall include the following aspects:
 - (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 formulate a policy of selection and nomination of directors and the procedures for the sourcing of suitably qualified directors for consideration of the Board and implement such policy and procedures once approved;
 - (c) 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;
 - (d) to ensure sufficient biographical details of nominated candidates are provided to the Board and shareholders to enable them to make a decision regarding selection of the Board members;
 - (e) to assess the independence of the independent non-executive directors of the Company;
 - (f) to make recommendations to the Board on the appointment or re-appointment of both executive and non-executive directors (including re-election by the shareholders of directors by rotation) and succession planning for directors, in particular, the chairman and the chief executive;
 - (g) to do any such things to enable the Committee to discharge its duties conferred on it by the Board from time to time; and
 - (h) to conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the listing rules of the Stock Exchange or the applicable laws.

JUDA INTERNATIONAL HOLDINGS LIMITED

Terms of Reference of the Nomination Committee

Reporting procedures

12. The secretary to the Committee shall keep full minutes of all Committee meetings. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed. Draft and final versions of minutes of meeting of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting. The secretary shall also circulate the minutes of meetings, reports and all written resolutions of the Committee to all members of the Board.

Powers of the Board

13. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these terms of reference or resolution had not been amended or revoked.

Publication of these terms of reference

14. A copy of these terms of reference will be made available by posting on the Stock Exchange's website and the Company's website.