



MOBICON GROUP LIMITED

萬利剛集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1213)

(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Company’s nomination committee (the “**Nomination Committee**”) was established pursuant to a resolution passed by the board of directors (the “**Directors**”) of the Company (the “**Board**”) at a meeting held on 28 March 2012.

In these terms of reference, references to one gender shall include all genders and references to natural person(s) shall include corporation(s) and unincorporated association(s), unless the context otherwise requires.

OBJECTIVE

1. The Nomination Committee is to assist the Board to run effectively so that the Company can go through a formal, fair and transparent process of reviewing the composition mix and the effectiveness of the Board, identifying the skills and expertise needed and appointing those who can provide such skills and expertise to the Board. The main objective of the Nomination Committee is to lead the process for the appointment of the Directors, and to identify and nominate suitable candidates for appointment to the Board.

MEMBERSHIP, CHAIRMAN AND SECRETARY

2. **Membership:** Members of the Nomination Committee shall be appointed by the Board and shall comprise a minimum of three members.

Majority of the members of the Nomination Committee shall be independent non-executive Directors.

* For identification purposes only

The appointment of the chairman, the members and the secretary of the Nomination Committee may be revoked, and additional members may be appointed to the Nomination Committee, by separate resolutions passed by the Board.

A member of the Nomination Committee may not appoint any alternate.

3. **Chairman:** The chairman of the Nomination Committee (the “**Chairman**”) shall be appointed by the Board and shall be one of the independent non-executive Directors sitting on the Nomination Committee or the chairman of the Board.

In the absence of the Chairman at any meeting of the Nomination Committee, the remaining members of the Nomination Committee present at any meeting convened in accordance with these terms of reference shall elect among the remaining members of the Nomination Committee to act as the Chairman.

4. **Secretary:** The company secretary of the Company or, in his/her absence, his/her delegate shall be the secretary of the Nomination Committee (the “**Secretary**”).

In the absence of the Secretary, the members of the Nomination Committee present at the meeting shall elect another person to act as the Secretary.

RESPONSIBILITIES

5. The Nomination Committee shall have the following responsibilities, powers, authorities and discretion:
- (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;

- (c) to assess the independence of the proposed independent non-executive Directors;
- (d) 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;
- (e) before recommending an appointment, to evaluate the balance of skills, knowledge and experience on the Board, and, in light of such evaluation, prepare a description of the role, skills and expertise required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:-
 - (i) use such method or methods to facilitate the search as it may deem appropriate;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merits and against objective criteria, ensure that the candidates will have enough time available to devote to the position; and
- (f) to consider other issues as may be defined by the Board from time to time.

AUTHORITY

6. The Nomination Committee is authorised to seek any information it requires from any employee of the Company or Director in order to perform its duties and to make informed decisions. The information supplied must be complete and reliable. All employees of the Company are directed to co-operate with any request made by the Nomination Committee.
7. In carrying out its duties, the Nomination Committee, if considered necessary, is authorised by the Board to obtain, at the Company's expenses, expert advice from legal or other professional advisers.

PROCEEDINGS

- 8. Frequency:** Meetings of the Nomination Committee shall be held not less than once a year.

A meeting of the Nomination Committee may be convened by the Secretary on request of the Board or any member(s) of the Nomination Committee.

- 9. Notice and agenda of Meeting:** A meeting of the Nomination Committee shall be called by at least seven days' notice in writing and such notice of meeting may be exempted upon agreement of all the members of the Nomination Committee.

Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or email address from time to time notified to the Secretary by such member of the Nomination Committee or by such other means as the members of the Nomination Committee may from time to time determine. Any notice given orally shall be confirmed in writing.

Each notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting.

- 10. Quorum:** The quorum shall be two members. If only two members are present in any meeting of the Nomination Committee, at least one member must be an independent non-executive Director.

A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

Members may participate in any Nomination Committee meeting by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

11. Voting: Questions arising at the Nomination Committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

12. Resolutions in writing and minutes of meetings: A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form.

The Secretary should keep full minutes of the Nomination Committee meetings and shall be made available for inspection by any member of the Nomination Committee and any Director at any reasonable time and on reasonable notice. Minutes of the Nomination Committee should record in sufficient detail regarding the matters considered by the Nomination Committee and decisions reached, including any concerns raised by any member of the Nomination Committee or dissenting views expressed. Drafts and final versions of minutes of the Nomination Committee meetings should be sent to all members of the Nomination Committee for their comments and records respectively, in both cases within a reasonable time after the meeting is held.

13. Attendance: The Nomination Committee may invite other Director(s) who is/are not member(s) of the Nomination Committee, external adviser(s) and/or other person(s) to attend part or the whole of any of its meetings as it considers necessary to assist it to discharge its duties. However, the invitee(s) shall not be counted in the quorum and is/are not entitled to vote at the meeting of the Nomination Committee.

14. The bye-laws of the Company regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not replaced by the provisions in these terms of reference, shall apply to the meetings and proceedings of the Nomination Committee.

REPORTING PROCEDURE

15. The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman or, in the absence of the Chairman, a member of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.
16. The Chairman or, in the absence of the Chairman, a member of the Nomination Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions.

INTERPRETATION AND AMENDMENTS

17. The power of interpretation of these Terms of Reference shall be vested in the Board.
18. The Board may amend these Terms of Reference from time to time.