



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 310)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

Membership

1. The members (the “Member(s)”) of the Nomination Committee shall be appointed by the board of Directors (the “Board”) of Prosperity Investment Holdings Limited (the “Company”) from time to time.
2. The majority of the Members shall be independent non-executive Directors.
3. The Nomination Committee shall consist of not less than two Members.
4. The Chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

Secretary

1. The Company Secretary of the Company shall serve as the secretary of the Nomination Committee.

Meetings

1. The Nomination Committee may be convened by any Member or by the secretary of the Nomination Committee. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Nomination Committee may from time to time determine.
2. The quorum of the Nomination Committee shall be any two Members.
3. Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.
4. Resolutions of the Nomination Committee at any meetings shall be passed by a simple majority of votes of the Members present.

* *for identification purpose only*

5. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
6. The secretary of the Nomination Committee shall circulate the full minutes of meetings of the Nomination Committee to all Members in draft for comments as soon as reasonably practicable. Final versions of minutes shall be prepared and sent to all Members and the Board as soon as practicable.

Attendance at Meetings

1. At the invitation of the Nomination Committee, other members of the Board and any other persons may be invited to attend all or part of any meetings.
2. Only Members are entitled to vote at the meetings.

Authority

1. The Nomination Committee shall be provided with sufficient resources to discharge its duties. Where necessary, the nomination committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Responsibility and Powers

1. The Nomination Committee shall have the following responsibilities, powers and duties:
 - (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 independent non-executive Directors; and
 - (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.