



GLORIOUS SUN ENTERPRISES LIMITED

旭日企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 393)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Constitution

The Nomination Committee is constituted as a committee of the board (the “Board”) of directors (the “Directors”) of Glorious Sun Enterprises Limited (the “Company”) on 23rd March 2012.

2. Membership

- 2.1. The members of the Nomination Committee (the “Members”) shall be appointed by the Board and shall consist of not less than three members.
- 2.2. The majority of the Members shall be independent non-executive Directors.
- 2.3. The Chairman of the Nomination Committee shall be appointed by the Board and he is either the chairman of the Board or an independent non-executive Director.

3. Secretary

- 3.1. The Company Secretary of the Company or his deputy shall be the secretary of the Nomination Committee.

4. Meetings

- 4.1. Meetings shall be held not less than once a year.
- 4.2. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3. The quorum for meetings shall be two Members.

- 4.4. 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 communications equipment or through electronic means of communications whereby all persons participating in the meeting are capable of hearing each other.
- 4.5. Only Members of the Nomination Committee are entitled to vote at the meetings.
- 4.6. Other members of the Board, external advisers and other persons may attend all or part of any meetings at the invitation of the Nomination Committee.
- 4.7. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.8. A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 4.9. Minutes of meetings shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be sent to all Members for their comment and records within a reasonable time after the meeting. Such minutes shall be open for Directors' inspection.

5. Annual General Meeting

- 5.1. The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or in his absence his duly appointed delegate, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

6. Duties

The duties of the Nomination Committee shall be as follows:-

- 6.1. 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;
- 6.2. 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;
- 6.3. to assess the independence of independent non-executive Directors; and

6.4. to make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

7. Reporting

7.1. The Nomination Committee shall report to the Board after each meeting where necessary.

8. Authority

8.1. The Nomination Committee is authorised by the Board where necessary to seek independent professional advice, at the Company's expense, to perform its responsibilities.

8.2. The Nomination Committee shall be provided with sufficient resources to perform its duties.

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