

# TPV

## TPV TECHNOLOGY LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 903)**

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

#### **1. Objective**

1.1. The Nomination Committee (“the Committee”) is responsible for reviewing the structure, size and composition of the board of directors (the “Board”) of TPV Technology Limited (the “Company”), and making recommendations on any proposed changes to the Board.

#### **2. Organisation and members**

2.1. The Committee was established by the Board at its meeting convened on 21 March 2012.

2.2. The Committee shall comprise at least three members, a majority of which shall be independent non-executive directors.

2.3. The Committee shall be chaired by the chairman of the Board or an independent non-executive director.

2.4. A quorum for the meeting shall be two members.

#### **3. Meetings**

3.1. The Committee shall meet as and when required, but in any event at least annually.

3.2. No Committee member is entitled to vote in respect of any matter in which he may be deemed interested, or any matter arising therefrom, but this shall not affect the attendance count for a quorum of the relevant meeting.

3.3. Minutes of the Committee shall be kept by a duly appointed secretary of the meeting and such minutes will be open for inspection at any reasonable time on reasonable notice by any director.

#### **4. Authority**

4.1. The Committee shall have the power to conduct all such acts and activities within the Committee’s scope of responsibilities.

4.2. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.

## **5. Responsibilities**

- 5.1. The Committee should review the structure, size 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;
- 5.2. The Committee should identify individuals suitably qualified to become Board members with due regard for the benefits of diversity on the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.3. The Committee should assess the independence of independent non- executive directors;
- 5.4. The Committee should 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
- 5.5. The Committee should review the Board Diversity Policy as appropriate, and review the measurable objectives that the Board has set for implementing Board Diversity Policy, and the progress on achieving the objectives.

Revised on 24 November 2013