



GOLIK HOLDINGS LIMITED

高力集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1118)

**TERMS OF REFERENCE FOR
THE NOMINATION COMMITTEE**

The terms of reference for the Nomination Committee (the “Committee”) adopted by the board of directors (the “Board”) of Golik Holdings Limited (the “Company”) are set out below.

1. The Member

- 1.1 Members of the Committee (the “Member”) shall be appointed by the Board.
- 1.2 Majority of the Member shall be independent non-executive directors.
- 1.3 Chairman of the Committee shall be the chairman of the Board or an independent non-executive director appointed by the Board.

2. Meeting

- 2.1 Meetings of the Committee (the “Meeting”) shall be held at least once a year.
- 2.2 Quorum for the Meeting shall have at least two members and half or above of them must be independent non-executive director(s).

3. Attendance at the Meeting

- 3.1 Company secretary of the Company or his/her delegate (the “CS”) shall be the secretary of the Committee. Where the CS is also an executive director of the Company, he/she can only attend the Meeting in the capacity as a company secretary, not as an executive director.

4. Authority

- 4.1 The Committee is authorized by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 4.2 The Committee is authorized by the Board to have access to independent professional advice where necessary.
- 4.3 The Committee shall be provided with sufficient resources to perform their duties.

* *For identification purposes only*

5. Duties

Duties of the Committee shall be:

- (a) to review the structure, size, diversity profile and skills matrix of the Board and the needs of the Board, and to make recommendation on any proposed changes to the Board to complement the Board to achieve the Company's corporate strategy as well as to promote the Company's shareholder value;
- (b) to identify and select suitable candidates for director position, and make recommendation to the Board from the selected individuals to be nominated for a director of the Company;
- (c) to assess independence of independent non-executive directors of the Company having regard to the criteria under the listing rules;
- (d) to make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors; and
- (e) to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically, and make recommendation on any proposed revisions to the Board.

6. Reporting Procedure

Draft and final versions of minutes of the Meeting shall be circulated by the secretary of the Committee to the Member for comment within a reasonable time after the Meeting and filed properly for record.

(If there are any inconsistencies between the English and Chinese version of this terms of reference, English version shall prevail.)