

**GIORDANO**  
**GIORDANO INTERNATIONAL LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 709)**  
**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**  
(Updated on November 10, 2016)

**(1) CONSTITUTION**

- 1.1 The board of directors of the Company (the “**Board**”) resolved to establish a committee of the Board known as the Nomination Committee (the “**Committee**”).

**(2) MEMBERSHIP**

- 2.1 All members of the Committee (the “**Members**”) shall be appointed and/or removed by the Board from time to time. The majority of the Members shall be independent non-executive directors.
- 2.2 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive director appointed by the Board.

**(3) AUTHORITY**

- 3.1 The Committee is authorized by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company’s expense.
- 3.2 The Committee is authorized by the Board to conduct interviews with prospective candidates for nomination.
- 3.3 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.

**(4) DUTIES**

- 4.1 The duties of the Committee shall be:
- (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 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;
  - (d) to make recommendations to the Board with particular regard to ensuring a sufficient portion of the directors on the Board being independent of management;
  - (e) to assess the independence of independent non-executive directors; and
  - (f) to report back to the Board on decisions or recommendations made in order to ensure the compliance of the Listing Rules.

**(5) MEETINGS**

- 5.1 The quorum for meetings of the Committee shall be any two Members.
- 5.2 The meetings and proceedings of the Committee shall be governed by the provisions contained in the Bye-Laws of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and not superseded by regulations imposed by the Board.

5.3 The Committee shall keep minutes of its proceedings and shall cause the minutes to be recorded by the secretary of the Committee, who needs not be a member of the Committee. Unless otherwise determined, the secretary of the Committee shall be the Company Secretary (or his/her nominee).

**(6) REPORTING**

6.1 The Committee shall report its findings and recommendations to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.