



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(於百慕達註冊成立之有限公司)

(股份代號: 333)

NOMINATION COMMITTEE **TERMS OF REFERENCE**

Membership

1. Members of the Nomination Committee (the “Committee”) shall be appointed by the Board from amongst the Board members, a majority of whom should be independent non-executive directors and shall consist of not less than three members. A quorum shall be two members.
2. The Chairman of the Committee (the “Chairman”), being either the Chairman of the Board or an Independent Non-executive Director, shall be appointed directly by the Board.

Attendance at meetings

3. Members of the Committee shall normally attend meetings. Other Board members shall also have the right of attendance.
4. Any member of the Committee or the Company Secretary appointed by the Chairman shall be the secretary of the Committee.
5. Nomination Committee meetings should follow an agenda to impose form and discipline and to help the Nomination Committee Chairman to control the meetings.

Frequency of meetings

6. Meetings shall be held at least once a year.

Authority

7. The Committee is authorized by the Board to investigate any activity within the terms of reference set out herein. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request by the Committee.

* For identification purpose only

8. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary.

Duties

9. The duties of the Committee shall be:
 - 9.1 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 corporate strategy;
 - 9.2 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;
 - 9.3 to assess the independence of independent non-executive directors;
 - 9.4 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;
 - 9.5 to devise a board diversity policy and its objectives and to conduct a regular review on the composition and effectiveness of the Board and make recommendations to the Board based on the board diversity policy; and
 - 9.6 to consider other topics, as defined by the Board.

Reporting procedures

10. The secretary of each Committee meeting shall circulate the minutes of meetings of the Committee to all members of the Committee and the Board. The Nomination Committee Chairman shall formally approve minutes of the Committee meetings.

(This terms of reference was amended and adopted by the board of directors of the Company on 28 August 2013)