



太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8029)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Membership

- 1.1 The members of the nomination committee (the “Committee”) shall be appointed by the board (“the Board”) of directors (the “Director”) of the Sun International Resources Limited (the “Company”).
- 1.2 The majority of members of the Committee shall be independent non-executive Directors.
- 1.3 The Board shall appoint the chairman of the Committee who shall be the chairman of the Board or an independent non-executive Director.
- 1.4 The company secretary (the “Company Secretary”) of the Company shall be the secretary of the Committee.

Frequency and proceedings of meetings

- 2.1 The committee shall meet before holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as and when necessary.
- 2.2 The Chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be at least two members of the Committee.
- 2.4 Meetings could be held in person, by telephone or video conference. Members of the committee may participate in a meeting by means of which all persons participating in the meeting are capable of hearing each other.

Duties, powers and functions

The Committee shall:

- 3.1 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.
- 3.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

- 3.3 access the independence of independent non-executive Directors.
- 3.4 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.
- 3.5 do any such things to enable the Committee to perform its powers and functions conferred on it by the Board; and
- 3.6 conform to any requirements, directions, and regulations that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

Reporting Procedures

- 4.1 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the board on the findings and recommendations of the Committee.

Terms available

- 5.1 The Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of the Hong Kong Limited's website and the Company's website.

Note: If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.