

China First Chemical Holdings Limited

(Incorporated in the Cayman Islands.)

(the “**Company**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (the “Committee”)

1. Membership

1.1 The member of Nomination Committee shall be appointed by the Board and shall consist of not less than three members, of which a majority of whom should be Independent Non-Executive Directors.

1.2 The Chairman of the Nomination Committee shall be appointed by the Board.

2. Secretary

The Company Secretary shall be the secretary of the Nomination Committee.

3. Attendance at meetings

A quorum of the Nomination Committee shall be any two members. Except for Committee Members, other Board members are entitled to attend any meetings but they do not count as quorum.

4. Frequency of meetings

The members of the Nomination Committee shall decide the frequency and timing of its meetings as they see fit.

5. Authority

The Nomination Committee is authorized by the Board to obtain from staff any information in relation to his appointment necessary for discharging its duties.

The Nomination Committee is authorised by the Board to seek external independent professional advice and invite external parties with relevant experience and expertise to attend meetings, if necessary. The relevant charges shall be undertaken by the Company.

6. Responsibility

The responsibilities of the Nomination Committee shall include but not limited to the following

6.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;

- 6.2 To identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 6.3 To assess the independence of Independent Non-executive Directors;
- 6.4 To make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and the succession plan for Directors in particular for the Chairman of the Board and the chief executive officer;
- 6.4 To set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent, where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting; and
- 6.5 The Company shall provide sufficient resources for the Nomination Committee for responsibility fulfilment.

一化控股（中國）有限公司
China First Chemical Holdings Limited
(于開曼群島成立之有限責任公司)
(以下稱“公司”)

提名委員會—職權範圍書

1. 成員

- 1.1 提名委員會的成員應由董事會從公司董事中委任,且提名委員會應由不少於三名成員組成,成員中的多數應為獨立非執行董事。
- 1.2 提名委員會主席應由董事會委任,並須由獨立非執行董事或董事會主席擔任。

2. 提名委員會秘書

公司秘書應為提名委員會秘書。

3. 出席會議

提名委員會召開會議的法定最低成員人數為兩名。除提名委員會成員外的其它董事會成員有權出席提名委員會的任何會議,儘管他們不被計算入法定最低人數。

4. 會議的次數

提名委員會成員可以在有需要的情況下於任何時間召開會議。

5. 授權

提名委員會已獲董事會授權在其職責範圍內向雇員索取任何所需的資料。

提名委員會已獲董事會授權可以向外索取獨立的專業意見,及在其認為需要時確保有相關經驗和專業的協力廠商出席會議,以向本公司履行身為提名委員會成員之責任,聘請專業顧問之有關費用概由本公司負責。

6. 職責

提名委員會的職責應包含但不僅限於以下各項

- 6.1 至少每年就董事會的架構、人數及組成 (包括技能、知識及經驗方面)作出檢討一次，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- 6.2 物色具備合適資格可擔任董事的人士，并挑選提名有關部門人士出任董事或就此向董事會提供意見；
- 6.3 評核獨立非執行董事的獨立性；
- 6.4 就董事委任或重新委任以及董事 (尤其是主席及行政總裁) 繼任計畫向董事會提出建議；
- 6.4 若董事會擬于股東大會上提呈決議案選任某人士為獨立非執行董事,有關股東大會通告所隨附的致股東通函及/或說明函件中,應該列明董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；及
- 6.5 公司應向提名委員會提供充足資源以履行其職責。