

Southwest Securities International Securities Limited

西證國際證券股份有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 812)

NOMINATION COMMITTEE

Terms of Reference

Constitution

The board of directors (the “**Board**”) of Southwest Securities International Securities Limited (the “**Company**”) hereby resolves to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

Membership

The members of the Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors (“**INEDs**”).

The chairman of the Committee shall be appointed by the Board and should either be the chairman of the Board or one of INEDs.

Secretary of the Committee

The secretary of the Committee shall be appointed by the Committee members from time to time.

Frequency and proceedings of meetings

The Committee members may call any meetings at any time when necessary.

A quorum of the Committee meeting shall be two members of the Committee. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.

** For identification purpose only*

Authority

The Committee is authorized by the Board to seek any necessary information it requires from any employees of the Company in order to perform its duties.

The Committee is authorized by the Board to obtain, at the expense of the Company, legal or other independent professional advice on any matters within its terms of reference.

Duties

The duties of the Committee shall include, but shall not be limited to the following:

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 Company's corporate strategy;
2. to review the Company's board diversity policy and progress on achieving the objectives set for implementing the said policy;
3. 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;
4. to assess the independence of INEDs;
5. 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; and
6. to report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

Report procedures

The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.