

MIDAS HOLDINGS LIMITED

TERMS OF REFERENCE – NOMINATING COMMITTEE (Revised pursuant to the Board resolution passed on 22 March 2013)

1.0 ESTABLISHMENT

- 1.1 The Nominating Committee (the “Committee”) is established by the board of directors (the “Board”) of Midas Holdings Limited (the “Company”).
- 1.2 Subject to the regulations contained in the Code of Corporate Governance issued by the Corporate Governance Committee (the “Singapore Code of Corporate Governance”) and applicable rules and regulations of exchanges (other than SGX) on which the Company is listed, the procedures of the Committee shall be regulated by the provisions of this Terms of Reference.

2.0 COMPOSITION

- 2.1 The Committee shall have a minimum of three members (the “Members”), who shall be appointed by the Board out of their own number, provided that a majority of the Members shall be non-executive and independent directors. The definition of independent would be guided by paragraph 2.1 in the Singapore Code of Corporate Governance and applicable rules and regulations of exchanges (other than SGX) on which the Company is listed on.
- 2.2 The Committee shall appoint one of its Members who is an independent director to be the Chairman. In the absence of the Committee Chairman, the remaining Members present shall elect one of their numbers to chair the meeting.
- 2.3 A Member who wishes to retire or resign from the Committee should provide sufficient notice to the Company so that a replacement may be appointed before he leaves.
- 2.4 In the event of a vacancy, the Company shall endeavour to fill the vacancy as soon as possible.

3.0 SECRETARY

- 3.1 The Company Secretary of the Company or his nominee shall act as the Secretary of the Committee.

4.0 QUORUM

- 4.1 The quorum necessary for the transaction of business shall be two of whom at least one must be an independent director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

5.0 FREQUENCY OF MEETINGS

5.1 The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require.

6.0 NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee or by any Members.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than three working days prior to the date of the meeting.

7.0 MINUTES OF MEETINGS

7.1 The Secretary or any one nominated to represent the Secretary at the meeting shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 Minutes of Committee meetings shall be circulated to all Members of the Committee and made available on the request to the other members of the Board.

8.0 ANNUAL GENERAL MEETING (“AGM”)

8.1 The Chairman of the Committee shall attend the AGM prepared to respond to any shareholder questions on the Committee’s activities.

9.0 FUNCTIONS, DUTIES AND POWERS

9.1 The Committee shall:

9.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary and which would complement corporate strategy;

9.1.2 annually review whether or not a director is independent, in accordance to paragraph 2.1 of the Singapore Code of Corporate Governance and other salient factors;

9.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies (replacements and new additions) as and when they arises;

9.1.4 keep under review the leadership needs of the organisation with a view of ensuring the continued ability to compete effectively in the organisation’s marketplace;

9.1.5 keep up to date with strategic issues and commercial changes affecting the Company and the market in which it operates;

- 9.1.6 decide how the Board's performance may be evaluated and propose objective performance criteria;
 - 9.1.7 on the performance evaluation process, consider the Company's share price or any other relevant performance criteria over a five years period vis-à-vis, the Singapore Straits Times Index of its industrial peers; and
 - 9.1.8 assess the effectiveness of the Board as a whole and for assessing the contribution by each individual director to the effectiveness of the Board.
- 9.2 It shall also make recommendations to the Board:
- 9.2.1 as regards plans for succession, in particular, of the Chairman and the Chief Executive / Managing Director;
 - 9.2.2 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office;
 - 9.2.3 for the continuation (or not) in service of any director who has reached the age of seventy;
 - 9.2.4 concerning the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's Articles of Association;
 - 9.2.5 concerning any matters relating to the continuation in office as a director of any director at any time; and
 - 9.2.6 concerning the appointment of any director to executive or other office other than to the positions of Chairman and the Chief Executive / Managing Director, the recommendation for which would be considered at a meeting of:
 - 9.2.6.1 all the non-executive directors regarding the position of the Chief Executive / Managing Director; and
 - 9.2.6.2 all the directors regarding the position of Chairman.

10. AUTHORITY

- 10.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 10.2 The Committee is authorised to obtain, at the Company's expense, outside independent legal or other professional advice on any matters within its Terms of Reference.

11.0 RESOLUTIONS IN WRITING AND MEETINGS BY CONFERENCE CALLS

- 11.1 A resolution in writing signed or approved by letter, telex or facsimile by a majority of Members (of whom at least one must be an independent director) shall be effective for all purposes as if it were a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of a single document or several documents all in like form each signed by one or more Members.
- 11.2 The Committee may conduct its meeting by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means without a Member being in the physical presence of another Member or Members and participation in a meeting in such manner shall be deemed to constitute presence in person at such meeting. Minutes of such a meeting signed by all participants of the meeting shall be conclusive evidence of any resolution of any meeting conducted in such manner.

The Chinese translation thereof is for reference only and the English version shall always prevail in case of discrepancies or inconsistencies.