

Rosedale Hotel Holdings Limited

珀麗酒店控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Constitution

1. The board of directors (the “Board”) of Rosedale Hotel Holdings Limited (the “Company”) has resolved to establish a committee known as the Nomination Committee (the “Committee”).

Membership

2. The members of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members, the majority of whom should be Independent Non-executive Directors.

Chairman

3. The chairman of the Committee shall be appointed by the Board, and should be the Chairman of the Board or an Independent Non-executive Director.
4. The chairman of the Committee (in his/her absence, another member), shall attend and be available to answer questions on the Committee’s activities at the annual general meeting of the Company.

Secretary

5. The Company Secretary or his/her nominee shall act as the secretary of the Committee unless the Committee determines otherwise.

Quorum

6. The quorum for the meetings of the Committee shall be two members.

Meetings

7. Meetings of the Committee shall be held at least once a year and at such other times as the chairman of the Committee or any other members of the Committee shall require.
8. The Committee may invite other individuals such as Executive Directors and external advisers to attend for all or part of any Committee meeting, as and when appropriate.
9. A resolution in writing signed by all of the members of the Committee is as valid as if it had been passed at a meeting of the Committee.
10. Any member of the Committee may participate in a meeting of the Committee by means of such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
11. Proceedings of the Committee's meeting shall be governed by the provisions of the Bye-Laws of the Company regulating proceedings of the meetings of the Board, as amended from time to time, unless otherwise provided herein.

Authority

12. The Committee is authorised by the Board to seek any information it requires from any employee of the Company and/or its subsidiaries (the "Group") and all employees are directed to co-operate with any reasonable request made by the Committee.
13. The Committee is authorised by the Board to obtain any outside independent professional advice at the Company's expense and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.
14. The Committee shall be provided with sufficient resources to perform its duties.

Duties

15. The duties of the Committee shall include:
 - (i) review the structure, size and composition (including without limitation, skills, professional experience, knowledge, expertise, education, age, gender and length of service) of the Board at least

annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit against the objective criteria, with due regard for the benefits of diversity on the Board;
- (iii) assess the independence of Independent Non-executive Directors by referring the guidelines described in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ;
- (iv) review regularly the time required for a Director to perform his/her responsibilities to the Company; and
- (v) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Managing Director.

Reporting procedures

- 16. The Committee shall report to the Board its activities as it may require from time to time, or on its decisions or recommendations, unless there are legal or other regulatory restrictions on disclosure.
- 17. The secretary of the Committee shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members of the Committee for their comment and records within a reasonable time after the meeting.
- 18. Full minutes of the Committee meetings and reports should be kept by the secretary of the Committee. The secretary of the Committee shall circulate the minutes of meetings and reports of the Committee to the members of the Board upon their request.

- End -

29 August 2013