



PEGASUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 676)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

Constitution/Functions

1. The Board hereby resolves to establish a Committee of the Board to be known as the Nomination Committee to make recommendations to the Board so as to ensure that all nominations are fair and transparent.

Membership

2. A majority of the members of the Committee should be independent non-executive directors. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.

Secretary

4. The company secretary shall be the secretary of the Committee.
5. The Committee may from time to time appoint any person with appropriate qualification and experience as the secretary of the Committee.

Meetings

6. The meetings and proceedings of the Committee are governed by the provisions contained in the Company's Bye-laws.
7. Meetings shall be held at least once a year.

Attendance at Meetings

8. The Committee may invite the Chairman of the Board, the other members of the Board, external advisers and other person to attend any meetings of the Committee.
9. Only the members of the Committee are entitled to vote at the meetings.

Authority

10. The Committee is authorised by the Board where necessary to have access to professional advice in order to perform its duties.

Duties

11. The duties of the Committee shall be:–

- (a) 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;
- (b) (i) to identify individuals suitably qualified to become Board members of the Group and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (ii) to identify individuals suitably qualified to become senior management of the Group and select or make recommendations to the Board on the selection of, individuals nominated for senior management;
- (c) to assess the independence of independent non-executive directors; and
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.

Reporting Procedures

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