



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 888)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Revised and adopted at the Board meeting on 12 December 2011)

1. Objectives

The Nomination Committee (the “Committee”) shall, having regard to the candidates’ qualification and competence, make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

2. Duties and Responsibilities

The Committee should perform the following duties and responsibilities:

- 2.1 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;
- 2.2 identify individuals suitably qualified to become Board members, and select or make recommendations to the board on the selection of individuals nominated for directorships;
- 2.3 assess the independence of independent non-executive directors;
- 2.4 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;
- 2.5 make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange’s and the Company’s websites; and
- 2.6 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider him/her to be independent.

* *For identification purpose only*

3. Membership

- 3.1 The Committee, which is chaired by the chairman of the Board or an independent non-executive director, shall consist of three or more non-executive directors and a majority of the members of the Committee should be independent non-executive directors.
- 3.2 The Board appoints all the members of the Committee and nominates one of the members as the Chairman of the Committee.
- 3.3 The membership of the Committee shall be reviewed by the Board each year.

4. Frequency and Proceedings of Committee Meetings

- 4.1 The Committee shall meet at least once every financial year.
- 4.2 The Chairman of the Committee may convene additional meetings at his/her discretion.
- 4.3 A meeting of the Committee may be convened by the Company Secretary on request of a member of the Committee. The Company Secretary shall convene a meeting of the Committee of which notice may be given in writing or by telephone or in such other manner as the Committee may from time to time determine.
- 4.4 The quorum of a meeting shall be two members of the Committee. One of whom must be an Independent Non-executive Director. A meeting shall not proceed in the absence of a quorum.
- 4.5 The Committee may, at its discretion, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

5. Authority and Access

- 5.1 The Committee shall have authority to require the attendance of the external or internal auditors, external consultants, or such members of management as it needs to fulfill its responsibilities. It shall also have authority to require any Company's documents to discharge its duties.
- 5.2 The Committee shall have authority to obtain external professional advice at the Company's expense. The purpose and cost of such requests shall be reported to the Board.
- 5.3 The Committee shall have separate and independent access to the Company's senior management and the management should supply to the Committee with adequate information in a timely manner.

Nomination Committee

Terms of Reference

- 5.4 The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 5.5 The Company Secretary or a nominee shall act as the secretary of the Committee and should keep full minutes of the Committee meetings. Draft and final version of the Nomination Committee minutes should be sent to all Committee members for their comment and records.

6. Reporting

- 6.1 The Committee's proceedings shall be recorded in minutes which shall be included in the papers prepared for the next Board meeting after each meeting of the Committee.
- 6.2 The Chairman of the Committee shall report to the Board as soon as possible after each Committee meeting.

* *Copy of the Terms of Reference of Nomination Committee is available upon request is made to the Company Secretary of the Company.*