



SEA HOLDINGS LIMITED

爪哇控股有限公司*

(the "Company")

Terms of Reference of the Nomination Committee

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the Board of Directors of the Company (the "Board").
- 1.2 The Nomination Committee must comprise of a minimum of three members and a majority of whom shall be independent non-executive Directors.

2. Chairman

- 2.1 The Board shall appoint the chairman of the Nomination Committee. The chairman must be the Chairman of the Board (the "Chairman") or an independent non-executive Director.
- 2.2 The chairman of the Nomination Committee shall chair the meetings of the Nomination Committee.
- 2.3 In the absence of the chairman of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meetings of the Nomination Committee.

3. Secretary

- 3.1 The Company Secretary or his/her delegate shall be the secretary of the Nomination Committee.
- 3.2 The secretary of the Nomination Committee or his/her delegate shall attend meetings of the Nomination Committee to take minutes.
- 3.3 In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person as the secretary.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members.
- 4.2 A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

5. Frequency of meetings

- 5.1 The Nomination Committee shall meet at least once a year and at such other times as the chairman of the Nomination Committee shall require.

* For identification purpose only

5.2 Any member of the Nomination Committee may request a meeting if he/she considers that one is necessary.

6. Attendance at meetings

6.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

6.2 Should any member of the Nomination Committee wish to attend a meeting through electronic communications, prior arrangements shall be made with the secretary of the Nomination Committee.

6.3 Apart from the members of the Nomination Committee, the Chairman (if not a member of the Nomination Committee) and other persons may be invited to attend for all or part of any meeting as and when appropriate.

7. Notices of meetings

7.1 Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee at the request of any of its members.

7.2 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 Nomination Committee, and to any other person required to attend within a reasonable time prior to the date of the meeting.

7.3 Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at least 3 days before the date of the meeting.

7.4 Any member of the Nomination Committee shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

8. Minutes of meetings

8.1 The secretary of the Nomination Committee (or his/her delegate) in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.

8.2 Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting.

8.3 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or Director at any reasonable time on reasonable notice.

9. Annual General Meeting

9.1 The chairman of the Nomination Committee, or in the absence of the chairman, another member of the Nomination Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to any Shareholders' questions on the Nomination Committee's activities.

10. Duties

The Nomination Committee shall be responsible for:

- 10.1 reviewing the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 10.2 identifying suitable individuals for nomination and/or assessing the suitability and capabilities of nominated individuals to become Board members and/or giving opinion to the Board on whether recommending or not recommending such individuals nominated for directorships;
- 10.3 assessing the independence of independent non-executive Directors and the proposed independent non-executive Directors, having regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- 10.4 making recommendation to the Board on the re-appointment of Directors and the succession planning for Directors, in particular the Chairman and the chief executive; and
- 10.5 reviewing the Board Diversity Policy, as appropriate, making recommendations on any required changes to the Board for consideration and approval.

11. Reporting responsibilities

- 11.1 The chairman of the Nomination Committee shall report formally to the Board on proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Others

- 12.1 The Nomination Committee shall have access to sufficient resources in order to perform its duties. In the event that the Nomination Committee determines that it has insufficient resources, it may make a request for additional resources to the Managing Director. If the request for additional resources is denied, the Nomination Committee may, if it chooses, make a request to the Board through the Company Secretary. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.
- 12.2 All members of the Nomination Committee shall have access to the advice and services of the secretary of the Nomination Committee with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.
- 12.3 In the event that the Nomination Committee or any member of the Nomination Committee requires access to independent professional advice in connection with his/her duties, a request may be made to the Company Secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.

13. Authority

- 13.1 The Nomination Committee is authorized by the Board to perform any activities within its terms of reference.

Dated: 27 March 2014