

Gold Peak Industries (Holdings) Limited

Terms of Reference for Nomination Committee

Constitution

1. The Board has resolved to establish a committee of the Board to be known as the Nomination Committee.

Membership

2. A majority of the members of the Committee shall be Independent Non-Executive Directors. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an Independent Non-Executive Director.

Authority

4. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
5. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

6. The duties of the Committee shall include:
 - (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy;

- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of Independent Non-Executive Directors; and
- (d) 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 officer.

Secretary

7. The Committee shall appoint a secretary who shall attend all meetings and minute the proceedings.