

Terms of Reference for the Nomination Committee

The Board of Directors of the Company resolved to establish a Nomination Committee (the "Committee") which is primarily responsible for

9. The duties of the Committee shall be:

(1) to review regularly the structure, number, composition (including expertise, knowledge and experience, etc.) of the Board and research the selection criteria and procedure of directors, General Manager and other members of the senior management, and present its suggestions to the Board on any proposed changes.

(2) to search for qualified candidates to the Board, General Manager and other members of the senior management;

(3) to examine qualifications of candidates to the Board, General Manager and other members of the senior management and make proposals to the Board;

(4) to review the independence of independent non-executive directors;

(5) to recommend to the Board on nominating or re-nominating directors as well as succession plan for directors (especially for Chairman and General Manager); and

(17) to consider other topics, as defined by the Board.

Reporting Procedure

10. Unless limited by law or regulation, the Committee shall report to the Board on its decisions or suggestions and the secretary shall circulate the minutes of the Committee's meeting to all members of the Board.

Publication

11. The Committee shall make public its function and explain its role and power conferred by the Board

Effectiveness

12. This Terms of Reference, together with any supplementation and modification to it, shall come into force after being approved by the meeting of the Board, and the Board shall undertake to construe it.