



Shanghai Qingpu Fire-Fighting Equipment Co., Ltd

上海青浦消防器材股份有限公司

*(Incorporated in the People's Republic of China with
limited liability)*

(Stock code: 8115)

Nomination Committee

Terms of Reference

1 Constitution

The board of directors of the Company (the "Board") resolved on 27 July 2010 to establish a committee of the Board to be known as the Nomination Committee (the "Committee").

2 Membership

- a) The Committee shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company. The Committee should be chaired by the Chairman of the Board or an independent non-executive Director of the Company.
- b) In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves (who must be an independent non-executive Director of the Company) to chair the meeting.

3 Attendance at meetings

- a) Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors, senior management and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- b) The secretary of the Company or any other person as appointed by the Nomination Committee from time to time shall be the secretary of the Committee.

4 Quorum

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the 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 Committee. Meetings could be held in person or through other electronic means of communication, by which all persons participating in the meeting are capable of hearing each other.

5 Notice of meetings

- a) Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
- b) 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 Committee, any other person required to attend, no later than two working days before the date of the meeting. Supporting papers (if any) shall be sent to Committee members and to other attendees as appropriate, at the same time.

6 Frequency of meetings

The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

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7 Authority

- a) The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. It shall be provided with sufficient resources to discharge its duties.
- b) The Committee is authorized by the Board to consult the Chairman and/or Chief Executive Officer of the Company about their proposals relating to the nomination of other directors, have access to obtain outside legal or other independent professional advice, at the Company's expense, if necessary.

8 Duties

- a) To 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.
- b) To 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) To assess the independence of independent non-executive directors.
- d) To 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.
- e) To do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

9 Reporting Responsibilities

- a) The Committee Chairman shall report formally its findings and recommendations to the Board at the next Board meeting following a meeting of the Committee on all matters within its duties and responsibilities.
- b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and
- c) Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the meetings shall be circulated to all Members for their comment and records, within a reasonable time after the meeting. Such minutes shall be open for Members' inspection.

