

KADER HOLDINGS COMPANY LIMITED

NOMINATION COMMITTEE TERMS OF REFERENCE

The Board of Directors (the “Board”) of Kader Holdings Company Limited (the “Company”) hereby constitutes and establishes a nomination committee (the “Committee”) with authority, responsibilities and duties as described below.

Membership

The members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three members and a majority of whom should be independent non-executive directors. A quorum shall be two members and one of whom must be independent non-executive directors. The Chairman of the Committee shall be appointed by the Board and should be the Chairman of the Board or an Independent Non-executive Director.

Authority

The Committee is authorized by the Board to undertake any activity within its terms of reference and to obtain outside legal or other independent professional advice if necessary. The Company shall provide the Committee with sufficient resources to perform its duties.

Meetings

The Committee shall meet at least once a year. Additional meetings should be held as the Committee deems fit.

Annual General Meeting

The Committee Chairman, or in his absence, another member of the Committee or failing this, his duly appointed delegate shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder’s questions on the Nomination Committee’s activities.

Reporting and Minutes

The Committee shall report to the Board on their recommendations and/or decisions.

The Company Secretary of the Company shall be the secretary of the Committee and prepare minutes of the meeting of the Committee and send the same to all members of the Committee for their comments within a reasonable time after the meeting. Upon receipt of the comments (if any) from members of the Committee, the secretary of the Committee shall finalize the minutes and send the same within a reasonable time to every member of the Committee and to all other members of the Board for their records.

Duties

The duties of the Committee shall be:

- (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; and
- (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.

Adopted on : 29th March 2012