



M DREAM INWORLD LIMITED

聯夢活力世界有限公司*

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8100)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

*(Adopted by the Company pursuant to the Board resolution passed on 27 March 2012
and revised on 30 August 2013)*

MEMBERSHIP

1. The Nomination Committee shall be appointed by the Board of Directors (the “Board”).
2. The majority of the members (“Members”) of the Nomination Committee shall be independent non-executive directors (“INEDs”).
3. The Chairman of the Nomination Committee shall be appointed by the Board and shall be an INED.

SECRETARY

4. The Company Secretary, failing whom such other person as the Chairman of the Nomination Committee shall appoint from time to time, shall be the secretary of the Nomination Committee.
5. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

MEETINGS

6. The Nomination Committee shall meet at least once a year.
7. Seven days’ notice or such shorter notice as may be agreed by Members will be given by the secretary of the Nomination Committee specifying the place, date, time and agenda of the meeting and/or related board papers should be sent in full to all Members in a timely manner and where practicable at least 3 days before the intended date of the Nomination Committee meeting.
8. The quorum of the Nomination Committee shall be any two Members.
9. Meetings could be held in person, by telephone or by video conference.

* *For identification purposes only*

10. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
11. A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
12. Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

ATTENDANCE AT MEETINGS

13. At the invitation of the Nomination Committee, the Chairman of the Board and/or Managing Director, external advisers and other persons may be invited to attend all or part of any meetings.
14. Only Members of the Nomination Committee are entitled to vote at the meetings.

RESPONSIBILITIES, POWERS AND DISCRETIONS

15. The Nomination Committee shall have the following responsibilities, powers and discretions:
 - 15.1 review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - 15.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - 15.3 assess the independence of INEDs;
 - 15.4 make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and the Chief Executive Officer;
 - 15.5 do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
 - 15.6 conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation; and
 - 15.7 review the board diversity policy, as appropriate; and make disclosure of its review results in the Corporate governance report annually.

REPORTING RESPONSIBILITIES

16. The Nomination Committee shall report to the Board after each meeting.

AUTHORITIES

17. In the event that the Nomination Committee considers it necessary to seek independent advice in relation to the affairs of the Nomination Committee, they should first seek, unless the circumstances are such that it would be inappropriate for them to seek such approval, the approval of the Chairman of the Company. The Company will pay for any expenses reasonably incurred.
18. Members of the Nomination Committee will be entitled to request from the Company and its directors, employees, auditors and advisors all such information as they may reasonably require in order to be able to perform their duties as a member of the Nomination Committee and, upon receipt of a request for any such information from them, the Company will use its reasonable endeavors to procure that such information is provided to them promptly.
19. The Nomination Committee is authorised by the Board where necessary to have access to professional advice. Arrangement to seek professional advice could be made through Company Secretary.
20. The Nomination Committee shall be provided with sufficient resources to discharge its duties.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.