



WATER OASIS GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1161)

(the “Company”)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Members

- 1.1 The Nomination Committee (the “Committee”) should be established by the Board of Directors of the Company (the “Board”), and it should comprise a minimum of three members.
- 1.2 The majority of the Committee members must be independent non-executive directors of the Company.
- 1.3 The Committee must be chaired by the chairman of the Board or an independent non-executive director (the “Chairman”) and the Chairman shall be appointed by the Board.

2. Secretary

- 2.1 The Company Secretary of the Company shall act as the secretary of the Committee (the “Secretary”).
- 2.2 The Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the Secretary.

3. Meeting and Quorum

- 3.1 The Committee should meet at least once a year. Additional meetings should be held as the work of the Committee demands.
- 3.2 The Chairman may convene additional meetings at his discretion.
- 3.3 The quorum for a meeting shall be two Committee members of whom one of them must be an independent non-executive director.
- 3.4 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Committee members present. Meetings can also be held in person, by telephone or by tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants.
- 3.5 A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.6 The Secretary shall keep full minutes of all Committee meetings. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comments and records within a reasonable time after the meeting.
- 3.7 The Committee may invite any Director, executive, external advisor or other persons to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.
- 3.8 Only the Committee member can vote in the meeting.

4. Authority

- 4.1 The Committee is authorised by the Board to request the senior management of the Company to provide any required information to perform its duties.
- 4.2 The Committee should have access to independent professional advice at the expense of the Company if necessary, to perform its duties.

Remark: the independent professional advice can be sought via the Company Secretary.

- 4.3 The Committee should be provided with sufficient resources to perform its duties.

5. Annual General Meeting

- 5.1 The Chairman or (if absent) the other Committee member (must be an independent non-executive director) should attend the annual general meeting of the Company and handle the shareholders' enquiry on the activities and responsibilities related to the Committee.

6. Duties and Powers

The Committee's duties and powers should include:

- 6.1 review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, 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 complement the Company's corporate strategy;
- 6.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 assess the independence of independent non-executive directors;
- 6.4 make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- 6.5 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent;
- 6.6 to review the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives and make the relevant disclosure in Corporate Governance Report annually.
- 6.7 to report to the Board on all the above matters; and
- 6.8 to consider other topics, as defined by the Board.

7. Reporting Responsibility

The Committee has to report to the Board every time after the meeting.

August, 2013