

## **TRANSPACIFIC BROADBAND GROUP INT'L INC. NOMINATION COMMITTEE CHARTER**

This Nomination Committee Charter (“this Charter”) sets out the role, authority, duties and responsibilities of the Nomination Committee (the “Committee”) of TRANSPACIFIC BROADBAND GROUP INT'L INC. (the “Company”), and the procedures which guide the conduct of its functions.

### **1. PURPOSE**

Pursuant to the Company’s By-laws and Manual on Corporate Governance (“CG Manual”), the Board of Directors of the Company (the “Board”) constituted the Committee to aid the Board in the screening and shortlisting of all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the CG Manual. The Committee is accountable to the Board for its performance.

### **2. MEMBERSHIP AND QUALIFICATIONS**

**Composition.** The Committee shall have a minimum of three (3) voting members of the Board (at least one (1) of whom shall be an Independent Director as defined in the CG Manual) and one (1) non-voting member in the person of the Human Resources Director/Manager or its equivalent.

**Qualification.** Each member of the Committee shall have the qualifications and none of the disqualifications of a Director, as set out in the CG Manual. The Chairman and the members of the Committee are appointed by the Board.

**Appointment.** The Chairman and the director-members of the Committee shall be appointed by a majority vote of members of the Board constituting a quorum either during the Organizational Board Meeting of the Company or, if there is a vacancy, during any meeting of the Board constituting a quorum. Membership shall be reviewed every year after election of the Board by the Company’s stockholders at their annual meeting, or earlier if the Board deems necessary.

**Removal.** The Chairman of the Committee or any of its director-members may be removed from office only by the Board.

### **3. STRUCTURE AND OPERATIONS**

**Meetings.** The Committee shall meet at such times and places as it considers appropriate, one of which shall be held prior to the finalization of the Company’s proxy or information statement in connection with any meeting of the stockholders in which Directors of the Company are to be elected. The Chairman of the Committee, any Committee member, or the Corporate Secretary of the Company may call a meeting of the Committee.

**Quorum.** Attendance of at a majority of the Committee members shall constitute a quorum for the Committee to transact business. The Committee shall act only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum.

**Chairman.** The Chairman of the Committee shall preside in all meetings of the Committee. In the absence of the Committee Chairman, the Committee members present shall elect one of their members as Chairman of the meeting.

**Secretary of the Meeting.** The Company's Corporate Secretary shall be the secretary of the Committee.

**Notice of the Meeting.** A notice of each meeting confirming the date, time, venue, and agenda shall be sent to each member of the Committee at least three (3) working days prior to the date of the meeting. The notice will include the agenda items to be discussed.

**Record of Meetings.** Full minutes of the proceedings of, and resolutions made during, Committee meetings, shall be kept by the Corporate Secretary. Draft minutes shall be sent to the Committee members for their comment. Notices, minutes, agenda and supporting papers will be made available to any Director upon request to the Corporate Secretary.

**Other Attendees.** As necessary, the Committee may invite members of management, and organization staff to attend the Committee meeting and provide pertinent information or data. At the discretion of the Committee, separate meetings with any member of the Company's management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

**Access to Resources.** The Committee shall have full access to management, personnel and records for the purpose of performance of its duties and responsibilities hereunder. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions. The Committee shall be provided with sufficient resources by the Company to discharge its duties.

#### **4. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

Screen and shortlist all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, CG Manual, applicable laws, rules and regulations;

Identify and recommend qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations;

Ensure that the Company shall have the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules;

Make recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines in the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the CG Manual.

## **5. REPORTING PROCESS**

The Chairman of the Committee, or in his absence, the member elected by the members present in a meeting, shall report to the Board on the decisions and recommendations made by the Committee following each meeting.

## **6. PERFORMANCE EVALUATION**

The Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of this Charter, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to this Charter for approval by the Board.

This Charter shall be reviewed annually, updated as required, and shall be made available to any requesting party upon written request to the Corporate Secretary.

## **7. AMENDMENT**

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.