

**FIRST MOBILE GROUP HOLDINGS LIMITED (the "Company")
Nomination Committee - Terms of Reference**

I. Objective

The Nomination Committee of the Company (the "Committee") is established by the Board of Directors of the Company (the "Board") to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

II. Membership

The members of the Committee (the "Members") shall be appointed by the Board. The Committee shall consist of not less than two members and at least one of which shall be an Independent Non-executive Director.

The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director.

Upon their resignation from the Board, the Member is automatically deemed to have resigned from the Committee.

The Company Secretary of the Company shall be the secretary of the Committee.

III. Authority

The Committee shall report to the Board on their decisions or recommendations. The Committee is authorised by the Board to obtain independent professional advice if considered necessary.

The Committee shall be provided with sufficient resources to discharge its duties.

IV. Duties

The duties of the Committee are as follows:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
2. to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorship;
3. to assess the independence of independent non-executive directors; and
4. to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors.

V. Meetings

A. Frequency

The Committee shall meet as and when necessary or as requested by any Member.

B. Notice

Adequate notice of any meetings of the Committee shall be given prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member.

C. Quorum

The quorum for the Committee's meeting is two Members.

D. Attendance

At the invitation of the Committee, the following persons may attend the meeting:

- i) other members of the Board of Directors;
- ii) Company Secretary; and
- iii) any other persons.

Only Members of the Committee are entitled to vote at the meetings.

E. Resolutions

Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.

F. Minutes

The secretary of the Committee shall keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

VI. Publication of these Terms of Reference

A copy of these Terms of Reference will be made available to any person without charge upon request, and both notice as to such availability and these Terms of Reference will be posted on the Company's website.

Adopted on 9th March, 2006