

**HKR INTERNATIONAL LIMITED**  
**香港興業國際集團有限公司\***  
(the “Company”)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**  
(the “NomCom”)

**Formation**

The NomCom was formed by the board of directors of the Company (the “Board”) on 26 March 2012.

**Composition, Notice and Quorum**

- The NomCom shall comprise not less than 3 members with a majority of independent non-executive directors (“INEDs”).
- The chairman of the NomCom shall be the Chairman of the Board or an INED.
- Prior notice in writing or by telephone should be given to all NomCom members unless otherwise waived by members in writing. The presence of a member at the meeting deems to have given his/her consent to a waiver or short notice.
- A quorum of meeting of the NomCom shall be 2 members and resolutions of the NomCom shall be passed by a majority vote present at the meeting.
- The company secretary of the Company shall be the secretary of the NomCom.

**Authority and Duties**

The NomCom shall:

1. 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;
2. identify individual suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. assess the independence of INEDs;
4. 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;

5. consider other topics, as defined by the Board from time to time;
6. maintain a policy concerning diversity of board members, consider the measurable objectives for implementing the policy for the approval of the Board and monitor the progress on achieving those objectives for reporting in the annual corporate governance report; and
7. seek independent professional advice when required, at the Company's expense, to perform its responsibilities.

Updated on 27 March 2013

*Notes :*

- (i) *The above terms of reference of the NomCom were approved by the Board on 26 March 2012 and amended on 27 March 2013.*
- (ii) *As of 27 March 2013, the NomCom members comprised the Chairman namely, Mr CHA Mou Sing Payson and 3 INEDs namely, Dr CHEUNG Kin Tung Marvin, Ms HO Pak Ching Loretta and Dr QIN Xiao and Mr Payson CHA was the Chairman of the NomCom.*

*\* Registered under Part XI of the Companies Ordinance, Chapter 32 of the laws of Hong Kong*