

EMPEROR CAPITAL GROUP LIMITED
(THE “COMPANY”)

NOMINATION COMMITTEE - TERMS OF REFERENCE

The board of directors of the Company (“**Board**”) has resolved to establish a Committee of the Board known as the Nomination Committee (“**Committee**”) on 28 March 2012 pursuant to the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

1. MEMBERSHIP

- 1.1 The Committee consists of three members (“**Members**”), the majority of which shall be independent non-executive directors.
- 1.2 The Chairman/Chairperson of the Committee shall be appointed by the Board and he/she shall be an independent non-executive director or the Board Chairman/Chairperson.
- 1.3 The Company Secretary or her nominee shall act as the Committee’s Secretary.

2. MEETINGS

- 2.1 Meetings of the Committee shall be held not less than once a year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 A quorum of the meeting shall be two Members.
- 2.3 Proceedings of the Committee’s meetings shall be governed by the Company’s Bye-laws.

3. DUTIES, POWER AND FUNCTION

- 3.1 The Committee shall be provided with sufficient resources and where necessary, to seek external independent professional advice, at the Company’s expense, to perform its duties and responsibilities.
- 3.2 The Committee shall :-
 - (a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategy;

- (b) determine the policy for the nomination of directors, identify and nominate individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
- (d) regularly review the time required for a Director to perform his / her responsibilities;
- (e) review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (f) make recommendations to the Board on appointment, re-appointment, re-election or re-designation of directors and succession planning for directors, in particular the Chairman/Chairperson and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- (g) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (h) 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.

3.3 The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman/Chairperson shall report the Committee's findings and recommendations to the Board.

4. GENERAL

4.1 The terms of reference of the Committee shall be made available on the websites of The Stock Exchange of Hong Kong Limited and the Company.

4.2 In case of discrepancies or inconsistencies between the English and Chinese versions of this terms of reference, the English version shall prevail.