



英皇證券集團有限公司*
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 717)

(the “Company”)

NOMINATION COMMITTEE - TERMS OF REFERENCE

The board of directors of the Company (“**Board**” or the “**Directors**”) has resolved to establish a Committee of the Board known as the Nomination Committee (“**Committee**”) on 28 March 2012.

1. MEMBERSHIP

- 1.1 The majority of the members of the Committee (“**Members**”) shall be independent non-executive directors of the Company.
- 1.2 The Committee shall be chaired by the Chairman/Chairperson of the Board or an independent non-executive director of the Company.
- 1.3 The Company Secretary or her nominee shall act as the Committee’s Secretary. The Committee may, from time to time, appoint any other person with appropriate qualification and experience as secretary of the Committee.

2. MEETINGS

- 2.1 The Committee shall meet at least 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.
- 2.4 Full minutes of the Committee’s meeting shall be kept by the secretary of the Committee, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 2.5 Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Members or dissenting views expressed. Draft and final versions of minutes of the meetings shall be sent to all Members for their comment and records respectively, within a reasonable time after the meetings being held.

** for identification purpose only*

3. DUTIES, POWER AND FUNCTION

3.1 The Committee shall be provided with sufficient resources to discharge its duties. Where necessary, the Committee may seek independent professional advice, at the Company's expense, to perform its responsibilities.

3.2 The Committee shall :-

- (a) review the structure, size and composition (including the skills, knowledge, experience, gender, age, cultural and educational background, ethnicity or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) draw up the policy for the diversity of the Board ("**Board Diversity Policy**") and review such policy, in particular, the measurable objectives that the Board has set for implementing the Board Diversity Policy, and progress on achieving the objectives;
- (c) develop and review, as appropriate, the policy for the nomination of Directors ("**Nomination Policy**") which shall set out, inter alia, the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship;
- (d) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship; 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;
- (e) 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;
- (f) assess the independence of independent non-executive Directors, and review the independent non-executive Directors' annual confirmations on their independence;
- (g) establish and make recommendation to the Board the mechanism(s) to ensure independent views and input are available to the Board which shall review the implementation and effectiveness of such mechanism(s) on an annual basis;
- (h) regularly review the time required for a Director to perform his/her responsibilities;

- (i) make other relevant disclosures in the Corporate Governance Report in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) for the Board’s approval;
- (j) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (k) 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 laws, rules and/or legislation.

3.3 The Committee shall report to the Board at the next Board meeting following a Committee’s meeting or by circulation to the Board members of the minutes or resolution(s) of the decision made by the Committee unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

4. GENERAL

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

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