

**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.
- 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 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;
  - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of

individuals nominated for directorships;

- (c) assess the independence of independent non-executive directors;
- (d) 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;
- (e) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (f) 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.