



恒安國際集團有限公司*

HENGAN INTERNATIONAL GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code:1044)

Terms of Reference of Nomination Committee

(with effect from 1 April 2012)

Constitution

1. The Board has resolved the establishment of the Nomination Committee (the “Committee”) on 27 March 2012.

Membership

2. All members of the Committee shall be appointed by the board of the directors of the Company (the “Board”) and can be removed by the Board at its sole discretion. The Committee shall comprise a minimum of three Directors.
3. The majority of the members of the Committee (the “Members”) shall be Independent Non-executive Directors (the “INEDs”).
4. The Chairman of the Committee shall be an INED or the chairman of the Board.
5. The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time, or other codes, rules and regulations as may be prescribed by the applicable authority from time to time.

Secretary

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

Authority

7. Where necessary, the Committee is authorized to obtain external independent professional advice, at the Company’s expense, to perform its responsibilities.
8. The Committee shall be provided with sufficient resources to perform its duties.

Duties

9. The duties of the Committee shall include:

- (a) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, ensure that sufficient biographical details of nominated candidates shall be provided to the Board and shareholders of the Company to enable them to make an informed decision;
- (b) review the structure, size and composition of the Board, considering *inter alia* the skills, knowledge, the breadth of expertise of the Board as a whole at least annually, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (c) assess the independence of INEDs; and
- (d) 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 Officer.

Committee Meetings

Frequency

- 10. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment of Directors will be considered. Additional meetings should be held if the Committee so requests. The Chairman of the Committee may convene additional meeting at his discretion.

Notice

- 11. Notice of any meetings of the Committee has to be given at least 14 days prior to any such meetings 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. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

Quorum

- 12. The quorum for decisions of the Committee should be any two Members, of whom at least one has to be an INED.

Resolutions

- 13. 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, or through other electronic means of communication, e.g. by telephone or by video conference, etc.

Minutes

- 14. The secretary of the Committee should 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.

Publication of the Terms of Reference

15. The terms of reference will be posed on the websites of the Stock Exchange of Hong Kong Limited and the Company, explaining the role and the authority delegated to it by the Board.

** for identification purpose only*