



ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司*

(Incorporated In Bermuda with limited liability)

(Stock Code: 1064)

Terms of Reference for the Nomination Committee of Zhong Hua International Holdings Limited

Functions and Objectives

The Nomination Committee (the "Committee") is appointed by the board of directors (the "Board") of Zhong Hua International Holdings Limited (the "Company"). The Committee shall, having regard to the candidates' qualifications and competence, make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

Composition

The Committee must be formed by a majority of independent non-executive directors and chaired by the chairman of the Board or an independent non-executive director.

Proceedings of Meetings

The Committee shall meet as and when necessary or as requested by any member of the Committee. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by the regulations imposed by the Board.

Duties and Authorities

The authority of the Committee is derived from the Board, the Committee is therefore obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so. The Committee is authorised by the Board to obtain independent professional advice if it considers necessary.

The duties of the Committee are as follows:

1. to 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. to identify individuals suitably qualified to become new members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive directors; and
4. to 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.

Date of Adoption

The terms of reference of the Nomination Committee were adopted by the Board on 29 March 2012 with immediate effect.

The English text of the terms of reference for the Nomination Committee shall prevail over the Chinese translation in case of any discrepancies or inconsistency.

** For identification purpose only*