

國華集團控股有限公司
CHINA BEST GROUP HOLDING LIMITED
(the “Company”)
(Incorporated in Bermuda with limited liability)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE
(Adopted by the Company pursuant to the Board resolution passed on 29 February 2012)

1. MEMBERSHIP

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (the “Board”) of the Company.
- 1.2 The majority of the members of the Nomination Committee shall be independent non-executive directors (“INEDs”).

2 CHAIRMAN

- 2.1 The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

3 SECRETARY

- 3.1 The company secretary shall be the secretary of the Nomination Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

4 PROCEEDINGS OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Bye-laws (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

4.1 Quorum

- 4.1.1 The quorum for meetings of the Nomination Committee shall be any two members.

4.2 Frequency of meetings

- 4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

- 4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 4.3.2 The chairman of the Board and/or managing director, external advisers and other persons invited by a Nomination Committee member shall normally attend meetings of the Nomination Committee.

4.3.3. Only members of the Nomination Committee are entitled to vote at the meetings.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members or by the company secretary.

4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given for a regular meeting of the Nomination Committee. Notice of any adjourned meetings is not required if adjournment is for less than 14 days. For all other meetings of the Nomination Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Nomination Committee shall be kept by the company secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), written resolution may be passed and adopted by all members of the Nomination Committee.

5 RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

5.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).

5.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include the following:

- (a) 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.
- (b) To 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) To assess the independence of INEDs.

- (d) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.
 - (e) To have the delegated responsibility to determine the specific Nomination of all executive directors and senior management, including the appointment or removal, and make recommendations to the Board of the Nomination of non-executive directors. The Nomination Committee should consider factors such as responsibilities of the directors, employment conditions elsewhere in the Group and experience of candidates.
 - (f) To review and approve performance-based Nomination by reference to corporate goals and objectives resolved by the Board from time to time.
 - (g) To review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.
 - (h) To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.
 - (i) To ensure that no director or any of his associates is involved in deciding his own Nomination.
- 5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.
- 5.4 All members of the Nomination Committee shall have access to the advice and services of the company secretary, and separate and independent access to the Company's senior management for obtaining necessary information.
- 5.5 The Nomination Committee shall consult the chairman of the Board and/or managing director about their proposals relating to the Nomination of other executive directors and senior management.

6 REPORTING RESPONSIBILITIES

- 6.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7 ANNUAL GENERAL MEETING

- 7.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

[Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.]