

**HOP FUNG GROUP HOLDINGS LIMITED**  
**(“the Company”)**

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**Constitution**

1. The Nomination Committee (“the Committee”) was established by resolutions of the board of directors (the “Board” or “Directors”) on 29th March, 2012.

**Membership**

2. The members of the Committee shall be appointed by the Board and shall consist of not less than three members.
3. The majority of the Committee members must be independent non-executive Directors.
4. The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive Director.

**Meetings**

5. The company secretary shall act as the secretary of the Committee.
6. The Committee should meet at least once a year. Additional meetings should be held as the work of the Committee demands.
7. The quorum of the Committee shall be two members.

**Authorities**

8. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it required from any employee and all employees are directed to co-operate with any request made by the Committee.
9. The Committee is authorized by the Board to obtain outside legal or independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Duties**

10. Review the structure, size and composition ( including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
11. Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
12. Assess the independence of independent non-executive Directors; and
13. 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.

## **Reporting Procedures**

14. 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 shall report the Committee's findings and recommendations to the Board.

## **Terms Available**

15. The terms of reference of the Committee will be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.