

HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE

TERMS OF REFERENCE

A. Constitution

The Nomination Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Hopefluent Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) at a meeting held on 22 March 2012.

B. Nomination Committee

1. Membership

1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company. The initial members of the Nomination Committee are Mr. LAM King Pui, Mr. NG Keung, Mrs. WONG LAW Kwai Wah, Karen, Mr. FU Wai Chung and Mr. LO Yat Fung.

1.2 The chairman of the Nomination Committee shall be appointed by the Board.

Mr. LAM King Pui shall be the first chairman.

1.3 The company secretary, or in his absence, his representative, shall act as the secretary of the Nomination Committee. The committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the committee.

2. Attendance at meetings

2.1 A quorum shall be two members. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

3. Frequency of meetings

3.1 The Nomination Committee members may call any meetings at any time when necessary or desirable.

4. Authority

4.1 The Nomination Committee is authorized by the Board to seek any necessary information from the employees of the Group which is within the Nomination Committee’s scope of duties.

4.2 The Nomination Committee is authorized by the Board to obtain independent professional advice, at the Company’s expense and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

The Chinese translation of the terms of reference is for reference only. In case of inconsistency, the English version shall prevail.

5. Duties

- 5.1 The duties of the Nomination Committee shall include, but not be limited to the following:
- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to 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 of the Company;
 - (c) to assess the independence of independent non-executive directors of the Company; and
 - (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman and the chief executive of the Company.
- 5.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, the Nomination Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.