

TAI CHEUNG HOLDINGS LIMITED

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. FUNCTIONS AND OBJECTIVES

1.1 The Board of Tai Cheung Holdings Limited (the “Company”) has resolved to establish a nomination committee (the “Committee”) to identify, select and nominate suitable individuals for appointment as directors of the Company.

2. MEMBERSHIP

2.1 Members of the Committee shall be appointed by the Board and shall be made up of at least three members (the “Members”), the majority of whom should be independent non-executive directors (“INEDs”).

2.2 The Board shall appoint the Committee Chairman who may be the Chairman of the Board or an INED.

3. SECRETARY

3.1 The Secretary of the Committee shall either be the Company Secretary or his/her designate.

4. QUORUM

4.1 The quorum necessary for the transaction of business of the Committee shall be two Members.

5. MEETINGS

5.1 The Committee shall meet as and when necessary, but, at least once each year.

5.2 The meetings and proceedings of the Committee are governed by the provisions of the Bye-Laws of the Company for regulating board meetings.

5.3 The Committee may invite such other persons (e.g. chief executive and external advisers) to its meetings as it deems necessary.

5.4 Full minutes shall be kept by the Secretary of the Committee. Draft and final versions of minutes of the meetings shall be sent to all Members for their comment and records within a reasonable time after the meeting.

6. AUTHORITY

- 6.1 Members of the Committee will be entitled to seek independent professional advice in order to be able to perform their duties at the Company's expense.

7. DUTIES

The duties of the Committee are as follows:-

- 7.1 review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, interpersonal skills, functional expertise and length of services) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.3 assess the independence of independent non-executive directors;
- 7.4 review the Board Diversity Policy and the progress on achieving the objectives set out thereat; and
- 7.5 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.

The End

Approved by the Board on 29 August 2013