

CHIHU-TIANDE GROUP LIMITED
齊合天地集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “Company”)

**TERMS OF REFERENCE
OF
THE NOMINATION COMMITTEE**

Constitution

1. The board of directors of the Company (the "**Board**") has resolved the establishment of the Nomination Committee on 23 June, 2010.

Membership

Code
Provision

2. The Nomination Committee (hereinafter referred to as the "**Committee**") shall be appointed by the board of directors ("**Board**") from amongst the directors of the Company and shall consist of not less than three members. A majority of the members of the Committee should be independent non-executive directors ("**INEDs**"). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") from time to time.
3. The Committee shall be chaired by the Chairman of the Board or an INED.
4. The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the Articles of Association of the Company.
5. The appointment of the members of the Committee may be revoked, and new appointment be made in place by resolutions passed by the Board and by the Committee.
6. No alternate Committee member can be appointed.

Appendix 14
A.5.1

Attendance at Meetings

7. The quorum of a meeting of the Committee shall be two members of the Committee, at least one of which shall be an INED. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
8. The Company Secretary or his nominee shall be the Secretary of the Committee who should attend all meetings of the Committee.
9. Only members of the Committee have the right to attend meetings of the Committee. However, other individuals such as the chief executive officer of the Company, the head of human resources and external advisers may be invited to attend all or part of any meeting of the Committee as and when appropriate.
10. Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Frequency of Meetings

11. The Committee shall meet at least once a year and at such other times as the Chairman of the Committee may require.
12. The Chairman of the Committee may convene additional meetings at his discretion.
13. Meetings of the Committee shall be summoned by the secretary of the Committee who will be the company secretary of the Company.
14. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

Notice of Meetings

15. Unless otherwise agreed, notice of each meeting of the Committee shall confirm the venue, time and date together with an agenda of items to be discussed and shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors no later than 3 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate at the same time.

Committee's Resolutions

16. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.
17. The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.
18. Minutes of the Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

Annual General Meeting

19. The chairman of the Committee (or if he is not able to attend, his delegate who shall be a member of the Committee) shall attend the Annual General Meeting, in which he shall be prepared to respond to any shareholder's questions on the Committee's activities.

Duties, powers and functions

The duties of the Committee shall include:

20. to formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
21. without prejudice to the generality of the foregoing:
 - (a) 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;

Appendix 14
A.5.2(a)

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| (b) | identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; | Appendix 14
A.5.2(b) |
| (c) | assess the independence of independent non-executive directors, having regard to the requirements under the Listing Rules; | Appendix 14
A.5.2(c) |
| (d) | 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; | Appendix 14
A.5.2(d) |
| (e) | do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and | |
| (f) | conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation. | |
| 22. | The Committee should be provided with sufficient resources to perform its duties. | Appendix 14
A.5.4 |
| 23. | Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Board believe he/she should be elected and the reasons why the Board consider him/her to be independent. | Appendix 14
A.5.5 |
| 24. | The Committee should have a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the corporate governance report. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience, taking into account the business and specific needs of the Company. | Appendix 14
A.5.6 |
| 25. | In carrying out its responsibilities, the Committee should give adequate consideration to the principles under A.3 and A.4 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. | Appendix 14
A.5 Principle |

Reporting Procedures

26. The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting of the Committee on all matters within its duties and responsibilities.
27. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting/written resolution of the Committee, copies of the minutes/resolution setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.
28. The Committee shall make whatever recommendations to the Board on any area within its remit where action or improvement is needed.
29. The Committee shall compile annually a report on its activities for the Board to consider in the context of preparing the Company's annual report.

Others

30. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

31. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
32. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, including but not limited to engaging intermediary agencies to identify qualified candidates for directorships if necessary.

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A.5.4

Availability and Update of the Terms of Reference

33. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Appendix 14
A.5.3

Adopted by the Board on 23 June, 2010.
Revised by the Board on 19 March, 2012.
Revised by the Board on 15 August, 2013.