

HONG KONG RESOURCES HOLDINGS COMPANY LIMITED

(the “Company”)

Terms of Reference of Nomination Committee

(the “Committee”)

1. Membership

- 1.1 Members of the Committee shall be appointed by the board and shall be made up of at least three members, the majority of whom should be independent non-executive directors;
- 1.2 Only members of the Committee have the right to attend Committee meetings. Other executives of the group including the Executive Director may be invited to attend for all or part of any meeting, as and when appropriate;
- 1.3 Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the board; and
- 1.4 The board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their members to chair the meeting. The Chairman of the board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

The members shall nominate a secretary to the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be two members. 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.

4. Frequency of Meetings

- 4.1 The Committee shall meet at such time as the Committee shall require.
- 4.2 In-camera meetings, wherein the secretary is not present, may be called as either stand-alone meetings or as a separate private meeting at the end of a regularly scheduled Committee meeting. Management may or may not be invited, at the discretion of the Committee Chairman. A resolution shall convene and terminate the in-camera meeting when called at the end of a regularly scheduled meeting. Any such resolutions shall be recorded in the minutes of the meeting. Matters discussed in-camera are not to be discussed outside the meeting by those in attendance.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be convened by the Chairman of the Committee; and
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend at least 7 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at least 3 clear days in advance of the meeting.

6. Minutes of Meetings

The Chairman shall arrange for keeping of records or resolutions passed at Committee meetings, and circulate the same to all members of the Committee within a reasonable time (generally within 14 days) after each meeting and, once agreed, to all other members of the board, unless a conflict of interest exists.

7. Annual General Meeting

The Chairman of the Committee should, as far as practicable, attend the Annual General Meeting and make himself available to respond to any shareholder questions on the Committee activities.

8. Duties

- 8.1 The Committee shall:
- 8.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the board compared to its current position and make recommendations to the board with regard to any changes;
 - 8.1.2 be responsible for nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
 - 8.1.3 before appointment is made by the board, evaluate the balance of skills knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;

- 8.1.4 keep under review the leadership needs of the organization, both executive and non-executive, with a view ensuring the continued ability of the organization to compete effectively in the marketplace;
- 8.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates; and
- 8.1.6 consider the diversity of the Board whenever there is the requirement for the nomination of a director. The 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. The Committee will also take into account the Company's business model and specific needs.
- 8.1.7 make available the committee terms of reference.

8.2 The Committee shall also recommend to the board concerning:

- 8.2.1 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
- 8.2.2 the appointment of any director to an executive office.

9. Reporting Responsibilities

- 9.1 The Committee Chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities; and
- 9.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

10. Authority

- 10.1 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties; and
- 10.2 The Committee is authorised to obtain, at the company expense, outside legal or other professional advice on any matters within its terms of reference.