



Great Eagle
Holdings Limited
鷹君集團有限公司

**TERMS OF REFERENCE
NOMINATION COMMITTEE
Adopted on 27 February 2012**

1. Establishment of the Committee

The board of directors (the “Board”) of Great Eagle Holdings Limited (the “Company”) established a Nomination Committee (the “Committee”) on 8 March 2005.

2. Objectives for the establishment

In accordance with the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Committee was established with an objective to formulate policy and making recommendations to the Board on nominations, appointment or re- appointment of directors and Board succession.

3. Composition of the Committee

The members of the Committee shall be appointed by the Board and shall consist of not less than three members all being Independent Non-Executive Directors. The Chairman of the Committee shall be elected by and from among its members.

4. Secretary of the Committee

The secretary of the Committee shall be appointed by the Committee and shall be responsible for matters relating to Committee meetings and keeping minutes.

5. Meetings and Quorum

5.1 The quorum for a Committee meeting shall be two members. In the absence of the Committee Chairman, the Committee members present shall elect one of their number to chair that meeting.

- 5.2 Board members shall attend the meetings if invited by the Committee.
- 5.3 The Committee may convene a meeting as and when necessary, but in any case, not less than once a year.
- 5.4 For regular meetings, and as far as practicable in all other cases, an agenda and accompanying board papers should be sent, in full, to all members of the Committee in a timely manner and at least 3 days before the intended date of a Committee meeting (or such other agreed period).
- 5.5 The place of the Committee meeting shall be the conference room of the Company (or such other place as agreed by the Committee). Meetings of the Committee may be held by telephone conference if required.
- 5.6 Minutes of Committee meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes of Committee meetings should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
- 5.7 Full minutes of Committee meetings should be kept by the Committee secretary. Committee members are entitled to have access to the minutes.

6. Responsibilities of the Committee

- 6.1 The Committee is a standing committee under the Board. It discharges its duties under the terms of reference so delegated by the Board, and reports and makes recommendations to the Board.
- 6.2 The Committee shall be responsible to 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.

- 6.3 The Committee shall be responsible 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.
- 6.4 The Committee should assess the independence of independent non-executive directors.
- 6.5 The Committee should 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.
- 6.6 The Committee shall consider other matter, as delegated by the Board from time to time.

7. Authority of the Committee

- 7.1 The Committee is authorized by the Board to investigate any activity within its terms of reference.
- 7.2 The Committee is authorized by the Board to invite relevant personnel within the Company to attend Committee meetings, and to obtain any information that it requires from any department of the Company if it considers necessary, such that the Committee will be provided with sufficient resources to discharge its duties.
- 7.3 The Committee is authorized by the Board to seek external legal or other independent professional advice and if it considers necessary, and to invite outside parties with relevant experience and expertise to attend meetings, at the Company's expense.
- 7.4 The Committee is authorized by the Board to establish sub-committee. All acts done by the sub-committee as authorized shall have the like force and effect, as if done by the Committee. The Committee will be responsible for all such acts and report to the Board.

8. **Others**

- 8.1 The chairman of the Committee should attend the annual general meeting or in the absence of the chairman of the Committee, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions raised by the shareholders.
- 8.2 The Committee may from time to time refer to the applicable rules and regulations as required under the Listing Rules and the general market practice to make recommendations to the Board for revision of the terms of reference of the Committee.
- 8.3 The rules and proceedings of Committee meetings shall be governed by the provisions contained in the Company's Bye-laws for regulating the meetings and proceedings of Directors.
- 8.4 The Committee shall include its terms of reference on the Hong Kong Stock Exchange's website and the Company's website and make such information available on request.

Dated: 27 February 2012