

EAGLE NICE (INTERNATIONAL) HOLDINGS LIMITED

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(adopted on 21 March 2012)

Membership

1. The nomination committee (the "Committee") of Eagle Nice (International) Holdings Limited (the "Company") shall consist of three directors, of which a majority should be independent non-executive directors as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, appointed by the board of directors of the Company (the "Board") from time to time. The Board shall nominate one of the three members (who shall be the chairman of the Board or an independent non-executive director) as the chairman of the Committee.

Frequency and proceedings of meetings

2. The Committee shall meet at least once every year. Additional meetings may be convened by the chairman of the Committee as and when necessary.
3. The quorum of a meeting shall be two members of the Committee.
4. Proceedings of meetings of the Committee shall be governed by the provisions of Article 121 of the Articles of Association of the Company.
5. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

Duties, powers and functions

6. The Committee shall:-
 - (i) 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;
 - (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (iii) assess the independence of independent non-executive directors;

- (iv) 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;
 - (v) regularly review the time required from a director to perform his responsibilities;
 - (vi) do any such things to enable the Committee to perform its powers and functions conferred on it by the Board; and
 - (vii) conform to any requirements, 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.
7. The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
8. 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 in the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

Annual general meeting

9. The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Committee's work and responsibilities.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.