

KAM HING INTERNATIONAL HOLDINGS LIMITED

(錦興國際控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

**NOMINATION COMMITTEE
TERMS OF REFERENCE**

Constitution

1. The board of directors (the “**Board**”) of Kam Hing International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”) on 16 September 2005.

Membership

2. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.
3. The chairman of the Committee shall be an independent non-executive director and appointed by the Board.

Secretary of Committee

4. An appropriate officer of the Company appointed by the Board shall be the secretary of the Committee.

Attendance at meetings

5. A quorum shall be 3 members (two of which must be the independent non-executive directors). Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

Frequency of meetings

6. The Committee members may call any meetings at any time when necessary or desirable.

Authority

7. The Committee is authorised by the Board to seek any necessary information which is within the Committee's scope of duties from the employees of the Group.
8. The Committee is authorised by the Board to obtain outside, at the Company's expense, independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

Duties

9. The duties of the Committee shall include, but shall not be limited to the following:
 - (a) To review the structure, size, diversity and composition of the Board (including gender, age, cultural and educational background, skills, professional qualifications, knowledge and experience) at least annually and make recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy;
 - (b) 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 with due regard for the benefits of diversity on the Board;
 - (c) To make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company in particular the chairman and the chief executive officer of the Company;
 - (d) To assess the independence of independent non-executive directors of the Company; and
 - (e) Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at a general meeting of the Company, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and, in particular, the reasons why they consider the individual to be independent;
 - (f) To review the policy on Board diversity including the measurable objectives that the Board has set and the progress on achieving the objectives, and to make disclosure of its review results in the Corporate Governance Report annually; and
 - (g) To 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 or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reporting procedures

10. The Nomination 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.