

ORIENTAL CITY GROUP HOLDINGS LIMITED
(奧思知集團控股有限公司)
(incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Company’s nomination committee (the “**Nomination Committee**”) is established pursuant to a resolution passed by the board of directors (the “**Directors**”) of the Company (the “**Board**”) at a meeting held on 14 August 2009.

In these terms of reference, references to one gender shall include all genders and references to natural person(s) shall include corporation(s) and unincorporated association(s), unless the context otherwise requires.

MEMBERSHIP, CHAIRMAN & SECRETARY

1. **Membership:** Members of the Nomination Committee shall be appointed by the Board and shall comprise a minimum of three members.

Majority of the members of the Nomination Committee shall be independent non-executive Directors.

The appointment of the chairman, the members and the secretary of the Nomination Committee may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

A member of the Nomination Committee may not appoint any alternate.

2. **Chairman:** The chairman of the Nomination Committee (the “**Chairman**”) shall be appointed by the Board. The Chairman shall be an independent non-executive Director.

In the absence of the Chairman at any meeting of the Nomination Committee, the remaining members of the Nomination Committee present at any meeting convened in accordance with these terms of reference shall elect among the remaining member of the Nomination Committee to act

as the Chairman.

3. **Secretary:** The company secretary or in his absence, his delegate, shall be the secretary of the Nomination Committee (the “**Secretary**”).

In the absence of the Secretary, the members of the Nomination Committee present at the meeting shall elect another person to act as the secretary.

RESPONSIBILITIES

The Nomination Committee shall have the following responsibilities, powers, authorities and discretion:

4. to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
5. 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. to assess the independence of independent non-executive Directors;
7. to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer; and
8. to consider other matters as delegated to the Nomination Committee by the Board.

AUTHORITY

9. The Nomination Committee is authorised to seek any information it requires from any employee of the Company or Director in order to perform its duties and to make informed decisions. The information supplied must be complete and

reliable. All employees of the Company are directed to co-operate with any request made by the Nomination Committee.

10. In carrying out its duties, the Nomination Committee, if considered necessary, is authorized by the Board to obtain, at the Company's expense, expert advice from legal or other professional advisors.

PROCEEDINGS

11. **Frequency:** The meetings of the Nomination Committee shall be held not less than once a year.

A meeting of the Nomination Committee may be convened by the Secretary on request of the Board or any member(s) of the Nomination Committee.

12. **Notice and agenda of Meeting:** A meeting of the Nomination Committee shall be called by at least seven days' notice in writing and such notice of meeting may be exempted upon agreement of all the members of the Nomination Committee.

Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or email address from time to time notified to the secretary by such member of the Nomination Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

Notices of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting.

13. **Quorum:** The quorum shall be two members. If only two members are present in any meeting of the Nomination

Committee, at least one member must be an independent non-executive Director.

A duly convened meeting of the Nomination 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 Nomination Committee.

Members may participate in any Nomination Committee meeting by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

14. **Voting:** Questions arising at the Nomination Committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

15. **Resolutions in writing and minutes of meeting:** A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form.

The Secretary should keep full minutes of the Nomination Committee meetings and shall be made available for inspection by any member of the Nomination Committee and any Director at any reasonable time and on reasonable notice. Minutes of the Nomination Committee should record in sufficient detail regarding the matters considered by the Nomination Committee and decisions reached, including any concerns raised by any member of the Nomination Committee or dissenting views expressed. Drafts and final versions of minutes of the Nomination Committee

meetings should be sent to all members of the Nomination Committee for their comments and records respectively, in both cases within a reasonable time after the meeting is held.

16. **Attendance:** Other Directors who are not members of the Nomination Committee and external advisers shall have the right to attend any meetings of the Nomination Committee, however they shall not be counted in the quorum.

COMMUNICATION

17. The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman or in the absence of the Chairman, a member of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.
18. The Chairman or in the absence of the Chairman, a member of the Nomination Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions.

INTERPRETATION AND AMENDMENTS

19. The power of interpretation of this Terms of Reference shall be vested in the Board.
20. The Board may amend this Terms of Reference from time to time.
21. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.