

NORTH ASIA STRATEGIC HOLDINGS LIMITED

北亞策略控股有限公司*

(the “Company”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 8080)

TERMS OF REFERENCE OF NOMINATION COMMITTEE (the “Committee”)

Membership

1. The Committee shall be appointed by the Company’s board of directors (the “Board”) from time to time and the majority of its members shall be independent non-executive directors.
2. The Chairman of the Committee shall be an independent non-executive director appointed by the Board.

Authority

1. The Committee is authorized by the Board to carry out the process of selecting, conducting interviews with and recommending prospective candidates for directorship including the consideration of referrals and engagement of external recruitment professionals when necessary.

Meetings

1. The Committee should meet at least once per year. Additional meetings should be held as the work of the Committee demands.
2. A quorum of a meeting of the Committee shall be two members.
3. The Company Secretary of the Company, or in her absence, her delegate, shall act as the Secretary of the Committee and ensure that full minutes are kept of all meetings.
4. As necessary or desirable, the Chairman of the Committee may request that the executive directors, members of senior executives, human resources executive(s) and/or the chief financial officer be present at meetings of the Committee.
5. Proceedings of the meetings of the Committee shall be governed by the provisions of the Bye-laws of the Company.

**For identification purpose only*

Duties, powers and functions

1. The Committee shall:
 - (a) 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;
 - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors;
 - (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive; and
 - (e) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.
2. The Committee shall be provided with sufficient resources to enable it to perform its functions, including but not limited to resources for seeking independent professional advice.

Reporting

1. The Committee shall report to the Board on a regular basis. At the next Board meeting following a meeting of the Committee, the Committee's Chairman shall report to the Board on decisions or recommendations made.

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Revised in February 2012

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