

**Hung Hing Printing Group Limited**  
**(“The Company”)**

**TERMS OF REFERENCE**  
**OF**  
**NOMINATION COMMITTEE**  
**(“The Committee”)**

**1. Membership**

- 1.1 Members of the Committee shall be appointed by the board and shall be made up of at least three members, the majority of whom should be independent non-executive directors.
- 1.2 The board shall appoint the Chairman of the Board or an independent non-executive director as chairman of the Committee.

**2. Secretary**

- 2.1 The Company Secretary shall act as the secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

**3. Frequency and Proceedings of Meetings**

- 3.1 The Committee shall meet at least annually and as and when necessary, the chairman of the Committee may convene additional meetings at his discretion.
- 3.2 The quorum of a meeting shall be three members of the Committee
- 3.3 Proceedings of meetings of the Committee shall be governed by the provisions of Article 106 of the Articles of Association of the Company.
- 3.4 The Secretary of the Committee shall circulate the meeting agenda and accompanying Committee papers to the Committee members at least 3 days before the intended date of meeting.
- 3.5 Minutes of meeting should be kept by the Secretary and should be open for inspection at any reasonable time on reasonable notice by any director.
- 3.6 Minutes of meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by members of the Committee or dissenting views expressed. Draft and final versions of minutes should be sent to all

members of the Committee for their comment and records respectively, within a reasonable time after the Committee meeting is held.

- 3.7 The Nomination Committee should report back to the board on its decisions or recommendations unless there are legal or regulatory restriction on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

#### **4. Attendance of Meetings**

- 4.1 Only members of the Committee have the right to attend Committee meetings. Other executives of the Company may be invited to attend for all or part of any meeting as and when appropriate.

#### **5. Annual General Meeting**

- 5.1 The chairman of the Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities. In his absence, one other member of the Committee or failing this his duly appointed delegate should attend.

#### **6. Duties**

- 6.1 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.
- 6.2 Identify suitable individuals qualified to become Board members and make recommendations to the Board on suitable candidates to be nominated for directorships.
- 6.3 Assess the independence of independent non-executive directors
- 6.4 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 chief executive officer.

#### **7. Authority**

- 7.1 The committee is authorized to determine the nomination of directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.
- 7.2 The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties.

7.3 The Committee is authorized to obtain, at the Company's expense, outside legal or other professional advice on matters within its term of reference.

Revised on the 27<sup>th</sup> day of February 2012