

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF E-KONG GROUP LIMITED

The Board of Directors (the “**Board**”) of e-Kong Group Limited (the “**Company**”) has established a nomination committee (the “**Nomination Committee**”) with the authority, responsibility, and specific duties as provided in the Corporate Policies of the Company (the “**Corporate Policies**”) from time to time, the text thereof is recited, with necessary amendments, hereinbelow, and hereby constitutes the Terms of Reference for the Nomination Committee.

1. Organisation

The Nomination Committee was established by the Board at its meeting convened on 9 December 2011.

The Nomination Committee, which is chaired by an independent non-executive director, shall be comprised of one executive director of the Company (“**Director**”) and two independent non-executive Directors.

2. Responsibility

The Nomination Committee is responsible for identifying, recruiting and evaluating new nominees to the Board and the assessment of the qualifications of all Directors. The criteria adopted to select and recommend candidates for directorship will include the candidate’s experience, professional knowledge, integrity, time commitment and other statutory or regulatory requirements, together with addressing and dealing with such other matters relating to nominations as directed by the Board from time to time.

Specific duties of the Nomination Committee are as follows: -

- (a) To 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) 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.
- (c) To assess the independence of independent non-executive directors.
- (d) To 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.

3. Authority

The Nomination Committee is granted the authority to conduct any activities which fall within the Corporate Policies and all employees are directed to cooperate with any reasonable requests made by the Nomination Committee.

The Nomination Committee is authorised to conduct all such acts and things necessary for or desirable or incidental to the discharge of its duties and responsibilities.

The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice as necessary to assist the Nomination Committee, and to invite the attendance to meetings of outsiders with relevant experience and expertise, as deemed necessary.

4. **Proceedings**

- (a) The Nomination Committee shall meet at least once every year.
- (b) The quorum for meetings of the Nomination Committee shall be one executive Director and two independent non-executive Directors.
- (c) No Committee member is entitled to vote in respect of his nomination or any other matter in which he may be deemed interested, or any matter arising therefrom, but it shall not affect the counting of the quorum of the relevant meeting.
- (d) Minutes of Nomination Committee meetings will be kept by a duly appointed secretary of the meeting and such minutes will be open for inspection at any reasonable time on reasonable notice by any Director.
- (e) Minutes will be drafted by a duly appointed secretary of the meeting and such draft minutes will be circulated to all Committee members for their comments, and the final version thereof will also be sent to all Committee members for their records, in both cases within a reasonable time after each Nomination Committee meeting held.
- (f) Save as above, other provisions regarding the proceedings of the Nomination Committee shall be governed by the provisions contained in the Bye-laws and Policies for regulating the meetings and proceedings of the Board so far as the same are applicable and are not inconsistent with the terms of reference of the Nomination Committee as approved and adopted by the Board and/or this Policy.

Dated this 9th day of December, 2011.

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