



NEW UNIVERSE INTERNATIONAL GROUP LIMITED

新宇國際實業（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8068)

Terms of Reference of the Nomination Committee

**(adopted on 1st May 2005, and
amended on 19th March 2012)**

Constitution

1. The board of directors (“Board”) of New Universe International Group Limited (the “Company”) established a committee known as the Nomination Committee to determine the policy and transparent procedures for the appointment of directors to the Board. The terms of reference of the Nomination Committee (the “Terms of Reference”) are set out as follows.

Membership

2. The Nomination Committee shall comprise at least three members to be appointed by the Board from time to time. In appointing members of the Nomination Committee, the Board shall have regard to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited. A majority of the members of the Nomination Committee shall be independent non-executive directors of the Company. A quorum shall be any two members of the Nomination Committee.
3. If a regular member is unable to act due to absence, illness or any other cause, the chairman of the Nomination Committee may appoint another director of the Company to serve as an alternate member having due regard to maintaining the required balance of executive and independent non-executive members.

The Chairman

4. The chairman of the Nomination Committee will be appointed by the Board and shall be the chairman of the Board or an independent non-executive director. The chairman of the Nomination Committee should chair the meetings of the Nomination Committee.

5. The chairman of the Nomination Committee shall attend the annual general meeting of the Company so as to be available to address questions from shareholders regarding the activities and approach of the Nomination Committee.

The Secretary

6. The company secretary of the Company or his or her nominee shall act as the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

Frequency of meetings

7. Meetings shall be held whenever the chairman of the Nomination Committee deems it necessary.
8. Formal meetings of the Nomination Committee may be held in person, by telephone or through other electronic means of communication that permit all participants to communicate with each other simultaneously, and the quorum in meetings held by means of telecommunication shall be any two participated Nomination Committee members.

Duties of Nomination Committee

9. The duties of the Nomination Committee shall be:
 - (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; and
 - (e) to further assess the independence of an independent non-executive director who has served the Company for over nine (9) years when considering his further appointment by adopting a separate resolution being approved by shareholders, in particular, the Board must explain to the shareholders the reasons why it still believes such independent non-executive director is still independent and should be re-elected in the papers attaching to the resolution.

Authority

10. The Nomination Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties, and all employees are directed to co-operate with any request or enquiry made by the Nomination Committee.
11. If the Nomination Committee deems necessary in the course of performing its duties, pursuant to this Terms of Reference and upon the request of the Board, the Nomination Committee may, at the Company's expense, select and appoint nomination consultant(s) and establish terms of reference its authority and duties accordingly.
12. The Nomination Committee shall be provided with sufficient resources to perform its duties in accordance with its Terms of Reference. When necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
13. The secretary or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

Publication of the Terms of Reference

14. The Terms of Reference will be posted on the websites of GEM and the Company. It is available for inspection by the shareholders of the Company during normal business hours at the Company's principal place of business. A copy of the Terms of Reference will be made available to any person without charge upon request.
15. The following information of the Nomination Committee will be disclosed in the Corporate Governance Report included in the annual report of the Company:
 - (i) the role and function of the Nomination Committee;
 - (ii) the composition of the Nomination Committee and whether it comprises independent non-executive Directors, non-executive Directors and executive Directors (including their names and identifying the chairman of the Nomination Committee);
 - (iii) the number of meetings held by the Nomination Committee during the year to discuss matters and the record of attendance of members, by name, at meetings held during the year; and
 - (iv) a summary of the work during the year, including determining policy for the nomination of Directors, performed by the Nomination Committee during the year. The nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year.

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