

YUGANG

YUGANG INTERNATIONAL LIMITED

(渝港國際有限公司)*

(Incorporated in Bermuda with limited liability)

(the “Company”)

(Stock Code: 00613)

TERMS OF REFERENCE

OF

NOMINATION COMMITTEE

(Amended and adopted at the Board Meeting on 26 August 2013)

Constitution

1. A committee of the board known as the nomination committee (the “**Committee**”) was established on 30th March 2012 by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company pursuant to a resolution passed on 28th March 2012. In compliance with amendments to the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which will come into effect on 1 September 2013, the Board has further adopted the following revised terms of reference of the Committee (“**Terms of Reference**”) by a resolution of the Board passed on 26th August 2013 and the Terms of Reference will also take effect on 1 September 2013.

Membership

2. The members of the Committee shall be appointed by the Board amongst Directors and shall consist of not less than two (2) members. A majority of the Committee members should be independent non-executive Directors.
3. The chairman of the Committee (the “**Chairman**”) shall either be the chairman of the Board or an independent non-executive Director appointed by the Board.

Quorum

4. The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee.

Attendance at meetings

5. The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of Directors.
6. Members may participate in any Committee meetings by means of a conference telephone, electronic or other communication 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.

Frequency of meetings

7. The Committee shall meet at least annually or as requested by the Chairman or any Committee members.

Voting

8. Resolutions of the Committee at any meetings shall be passed 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.

Resolutions

9. A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the 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.

Authority

10. The Committee should be provided with sufficient resources by the Company to perform its duties.
11. The Committee is authorised by the Board to investigate any activities within its terms of reference.
12. In connection with its duties, the Committee may seek independent professional advice on any matters within its terms of reference, at the Company's expense, to perform its responsibilities.

Duties

13. The duties of the Committee are as follows:-
- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement 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. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - (c) to assess the independence of independent non-executive Directors;
 - (d) to review the Board Diversity Policy, as appropriate and make recommendations on any required changes for the Board's consideration and approval; to review the measurable objectives that the Board has set for implementing the Board Diversity Policy; to monitor the progress on achieving the objectives; and to make relevant disclosure in the Corporate Governance Report;
 - (e) 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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate; and
 - (f) to consider other topics as defined by the Board.

Reporting procedures

14. The Committee shall, unless there are legal or regulatory restrictions from doing so, report its decisions or recommendations to the Board on a regular basis, normally at the next meeting of the Board following a meeting of the Committee.

Communication

15. The Chairman or in the absence of the Chairman, another member of the Committee or failing this his duly appointed delegate, should attend the Company's annual general meeting to answer any questions that may be raised thereat on the Committee's activities and responsibilities.

Publication of These Terms of Reference

16. A copy of the Terms of Reference will be posted on the websites of HKEx and the Company.

Dated the 26th day of August 2013