

FAR EAST HOLDINGS INTERNATIONAL LIMITED

(the “Company”)

Terms of Reference of the Nomination Committee

1. Constitution

- 1.1 The Board of Directors (the “Board”) of the Company has established a nomination committee (the “Nomination Committee”) with authority and duties as described below.

2. Membership

- 2.1 The Nomination Committee shall consist of not less than three members appointed by the Board, majority of the Nomination Committee members must be independent non-executive directors.
- 2.2 The Chairman of the Nomination Committee shall be appointed by the Board. He can either be independent non-executive director or the chairman of the Board.

3. Secretary

- 3.1 The Company Secretary of the Company shall be the secretary of the Nomination Committee.

4. Meetings

- 4.1 The quorum of the Nomination Committee should be two members of whom one should be an independent non-executive director.
- 4.2 The Nomination Committee shall meet at least once a year. Additional meetings of the Nomination Committee shall be held at the discretion of the chairman of the Nomination Committee.
- 4.3 7 days prior notice has to be given before holding the meeting of the Nomination Committee, unless all members unanimously waive such notice.

- 4.4 Only members of the Nomination Committee have the right to attend and vote at the meetings.
- 4.5 Members of the Nomination Committee may participate in a meeting of the Nomination Committee by means of conference telephone or similar communication equipment by means of which all members participating in the meeting can hear each other and participating in a meeting.
- 4.6 Full minutes of the Nomination Committee should be kept by the secretary of the Nomination Committee.

5. Duties

5.1 The Nomination Committee shall have the following duties:

- (I) 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.
- (II) To identify individuals suitably qualified to become members of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships.
- (III) To assess the independence of independent non-executive directors.
- (IV) 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.
- (V) To do any such thing to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board by seeking any relevant information and all requisite resources (including but not limited to professional advice) from the Company or from external resources at the cost of Company.

(VI) To conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the code provisions of the Code on Corporate Governance Practices (thereafter known as the Corporate Governance Code and Corporate Governance Report with effect from 1 April 2012)) or applicable laws.