

North Asia Resources Holdings Limited
(“Company”)

Terms of reference of the Nomination Committee (“Committee”)
of the Board of Directors (“Board”) of the Company

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 14 December 2015.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of which shall be independent non-executive directors pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- 2.2 The chairman of the Committee shall be appointed by the Board and be any one of the members of the Committee who is an independent non-executive Director or the Chairman of the Board.
- 2.3 The secretary of the Committee shall be appointed by the Board.
- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

3. Proceedings of the Committee

- 3.1 **Notice:** Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days’ notice. A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon any Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile or address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine. Any notice given orally shall be confirmed in writing. Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.
- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.
- 3.3 **Frequency:** Meetings shall be held not less than once a year to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board; and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategy.

3.4 **Conflict:** A Committee member may not vote on any resolution of the Committee regarding his own re-appointment.

3.5 **Governance:** Proceedings of the Committee's meetings shall be governed by bye-law 142 of the bye-laws of the Company or any other applicable regulations as may be considered appropriate and/or adopted by the Company from time to time.

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the "**Group**") and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (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; and
- (c) to obtain, at the Company's expenses, outside legal or other independent professional advice or assistance as it considers to be necessary, include the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary, and to obtain reliable, up-to-date information about directorship in other companies in the industry. The Committee shall have full authority to commission any report or survey which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties.

7. Duties

7.1 The duties of the Committee shall be:

- (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
- (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, 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;

- (ii) identify and nominate appropriate candidates to fill casual vacancies of Directors for the Board's approval;
 - (iii) assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report (the "Corporate Governance Report") in the Annual Report of the Company;
 - (iv) regularly review the time required from a Director to perform his responsibilities;
 - (v) review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
 - (vi) review succession planning for the Directors as well as the Chairman of the Board and the chief executive of the Company, 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;
 - (vii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (viii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulation.
- (c) to consider the appointment of any person to be a Committee member either to fill a casual vacancy or as an additional Committee member or dismissal of any of them; and
 - (d) to consider other matters, as defined or assigned by the Board from time to time.

8. Reporting procedures

- 8.1 The secretary to the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board.
- 8.2 The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

9. Continuing application of the bye-laws of the Company

- 9.1 The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

14 December 2015