

PALIBURG HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

NOMINATION COMMITTEE

Terms of Reference

1. Constitution and Objective

- 1.1 A committee of the board of directors (the “Board”) of Paliburg Holdings Limited (the “Company”) known as the “Nomination Committee” is established by the Board.
- 1.2 The Nomination Committee is established for the purpose of making recommendations to the Board in relation to the nomination and appointment of the Directors of the Company, with a view to ensuring fairness and transparency in the nomination and selection procedures.

2. Composition

- 2.1 The members of the Nomination Committee (the “Members”) shall be appointed by the Board from time to time.
- 2.2 A majority of the Members must be Independent Non-Executive Directors of the Company.
- 2.3 The Chairman of the Nomination Committee shall be appointed by the Board and shall either be the Chairman of the Board or an Independent Non-Executive Director.
- 2.4 The Nomination Committee may from time to time nominate or appoint any appropriate person to act as the Secretary of the Nomination Committee.

3. Meetings

- 3.1 The Nomination Committee shall meet as and when necessary or as required, but at least once a year.
- 3.2 Save for those specified herein, the procedures of meetings of the Nomination Committee shall be determined by the Members.
- 3.3 The quorum for meeting of the Nomination Committee shall be any two Members, one of whom must be an Independent Non-Executive Director.

- 3.4 If the Nomination Committee considers to be appropriate or desirable, external advisers and other persons may be invited to attend all or part of any meeting.

4. Delegated Responsibilities

The Nomination Committee shall have the following delegated responsibilities:

- 4.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes to the Board to complement the Company's corporate strategy;
- 4.2 to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 4.3 to assess the independence of Independent Non-Executive Directors; and
- 4.4 to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer of the Company.

5. Reporting to the Board

- 5.1 The Nomination Committee may report to the Board on its activities or findings at any time it considers to be necessary or required.

6. Authority

- 6.1 If the Chairman of the Board and/or the Chief Executive Officer of the Company is not a Member, the Nomination Committee shall consult the Chairman of the Board and/or the Chief Executive Officer about its recommendations relating to the nomination, appointment or re-appointment of Directors.
- 6.2 The Nomination Committee is authorised by the Board to seek any recruitment/appointment related information it requires from senior management of the Company in order to perform its duties.
- 6.3 The Nomination Committee is authorised by the Board where necessary to have access to independent professional advice.
- 6.4 The Nomination Committee shall be provided with sufficient resources to perform its duties.

7. Publication of the Terms of Reference

- 7.1 The terms of reference of the Nomination Committee will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited. A copy of the terms of reference will be made available to any person without charge upon request.

29th March, 2012