



CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

Stock code: 116

NOMINATION COMMITTEE - TERMS OF REFERENCE

1. Constitution

The Committee is established pursuant to a resolution passed by the Board at its meeting held on 17 June 2005.

2. Functions and Objectives

In the interest of good practice and transparency, the Board of Directors establishes the Nomination Committee and gives it the responsibility for review of the constituency of the Board. It also is to make recommendations on the procedures and criteria for appointment of directors and to implement those that are adopted by the Board.

3. Composition

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 ("INED(s)"). The Chairman of the Committee shall be appointed by the Board. Member may not appoint alternate.

4. Meetings

4.1 The quorum of the meeting shall be two INEDs.

4.2 The Company Secretary of the Company or his/her delegates, or in the absence of the Company Secretary, a member of the Committee or his/her delegates shall act as the secretary of the Committee, and must ensure that full minutes are kept of all meetings.

5. Duties

5.1 to propose a set of personal attributes to the Board which when adopted by the Board shall form the basis of evaluation of candidates for directorship;

5.2 to propose a set of procedures for handling nominations for the Board's approval;

5.3 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 Group's corporate strategy;

5.4 to receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and the suitability of the nominees;

5.5 to identify and make recommendations to the Board on suitable individuals to fill Board vacancies or as additional directors when it identifies a need;

5.6 to assess the independence of INEDs; and

5.7 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, the Chairman and the Chief Executive.

6. Authority

The Committee may, subject to the prior approval of the Board, obtain outside independent professional advice at the Company's expense or any other assistance and conduct interviews with prospective candidates for nomination.

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