

CHINA OVERSEAS GRAND OCEANS GROUP LIMITED
(the “Company”)

NOMINATION COMMITTEE
TERMS OF REFERENCE

Membership and Proceedings of Meetings

1. The Nomination Committee (the “Committee”) shall consist of not less than three members appointed by the board of directors of the Company (the “Board”), a majority of whom shall be independent non-executive directors under the Rules Governing the Listing of Securities in The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
2. The quorum for a meeting shall be two members.
3. The Board shall appoint the chairman of the Board or an independent non-executive director as chairman of the Committee. In the absence of the chairman, the remaining members present shall elect one of themselves to chair the meeting.
4. The Committee shall meet at least annually. Additional meetings should be held as the work of the Committee demands. In addition, the chairman of the Committee may convene additional meetings at his discretion.
5. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
6. Proceedings of meetings of the Committee shall be governed by the relevant provisions of the Articles of Association of the Company.
7. Full minutes of nomination committee meetings should be kept by a duly authorised secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

Duties, Powers and Functions

8. The Committee shall formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy and without prejudice to the generality of the foregoing, it shall:
 - (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors;
 - (d) 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;
 - (e) support the Company's regular evaluation of the Board's performance;
 - (f) review the terms of Board Diversity Policy, the measurable objectives and the progress on achieving such objectives;
 - (g) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (h) 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 legislation.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.