

Vongroup Limited
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

Terms of Reference of the Nomination Committee
(Adopted on 1 April 2012)

The Nomination Committee

The board of Directors (the “**Board**”) of the Company has established a committee of the Board known as the Nomination Committee (the “**Committee**”), and its constitution and duties are set out below:-

A. Membership

- (a) The members of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members, a majority of which should be Independent Non-Executive Directors (“**INEDs**”, each an “**INED**”) of the Company. At least one member of the Committee should be an executive director or non-executive director with sufficient knowledge of the Company’s day-to-day operations. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) from time to time.
- (b) The Chairman of the Committee shall be the Chairman of the Board or an INED.

B. Attendance at Meetings

- (a) The quorum of a meeting of the Committee shall be two members.
- (b) Members of the Committee may participate in a meeting of the Committee by means of telephone or other communication equipment and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

C. Authority

- (a) The Committee is authorized by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorized to seek any information it requires from any employee or executive director and such persons are directed to cooperate with any request made by the Committee.
- (b) The Committee shall be provided with sufficient resources to discharge its duties. The Committee is authorized by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

D. Duties

The duties of the Committee shall include, but shall not be limited to the following:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (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;
- (c) to assess the independence of the INEDs; and
- (d) 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.

E. Publication of this Terms of Reference

The Terms of Reference explaining the role and authority delegated to the Committee by the Board are posted on the HKEx website and the website of the Company.