



Golden Harvest

ORANGE SKY GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

橙天嘉禾娛樂（集團）有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1132)

Terms of Reference of the Nomination Committee

(as adopted by the Board on 26 March 2012)

1. Constitution

The Nomination Committee (the "Committee") of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the "Company") was formed pursuant to the resolution of the board of directors (the "Board") of the Company passed on 26 March 2012.

2. Membership

2.1 Members of the Committee (each, the "Member") shall be nominated by the Chairman of the Board from amongst the directors of the Company (each, the "Director") and shall be appointed by the Board. The Committee shall consist of at least three Members, a majority of whom shall be independent non-executive Directors.

2.2 The Board shall appoint the Committee Chairman who shall be the Chairman of the Board or an independent non-executive Director.

2.3 The term of office of the Member shall be determined by the Board and, upon expiry of the current term of office, shall be subject to extension if so determined by the Board. During the term of office, any Member ceases to hold the office as a Director shall automatically lose the qualification as a Member and the Board shall appoint a replacement Member in accordance with these Terms of Reference.

3. Secretary

The company secretary of the Company shall act as the secretary of the Committee and shall keep a record of the membership of and the dates of changes to the

membership of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Attendance at meetings

5.1 Only Members shall have the right to attend or vote at the Committee meetings. Other executives of the Company and its subsidiaries (together, the "Group"), including the chief executive officer and/or senior management member of the Group, may be invited to attend for all or part of any Committee meeting, as and when appropriate.

5.2 The Committee meeting shall be chaired by the Committee Chairman. In the event that the Committee Chairman is unable to attend the Committee meeting, he/she can authorize another Member, who shall be an independent non-executive Director, to chair the Committee meeting. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of the Members present to chair the Committee meeting.

6. Frequency of meetings

The Committee shall meet at such time as the Committee shall require.

7. Notice and proceedings of meetings

7.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee or any Member.

7.2 Unless otherwise varied by these Terms of Reference, meetings and proceedings of the Committee shall be governed by the Company's Bye-laws regulating the meetings and proceedings of the Directors.

8. Minutes of meetings

The secretary of the Committee shall record the proceedings and resolutions passed at Committee meetings, and circulate the minutes of such meetings to all Members and, if the Chairman of the Committee so decides, to all the Directors.

9. Authority

- 9.1 The Committee is authorized by the Board to carry out and perform the duties expressly provided in these Terms of Reference and/or such other duties as directed by the Board from time to time.
- 9.2 The Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties and all employees of the Company are directed to co-operate with any requests made by the Committee.
- 9.3 The Committee is authorized by the Board to obtain, at the Company's expense, independent external legal or other professional advice on any matters within these Terms of Reference.

10. Duties

- 10.1 The Committee shall:
 - 10.1.1 review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - 10.1.2 be responsible for nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
 - 10.1.3 identify individuals suitably qualified to become Directors or senior management member of the Company and select or make recommendations to the Board on the selection of individuals nominated for directorship or such appointment;
 - 10.1.4 before appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;
 - 10.1.5 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive;
 - 10.1.6 review the Directors' other commitments and ensure that each Director has

devoted sufficient time to perform the duties of Director; and

10.1.7 assess the independence of independent non-executive Directors.

10.2 The Committee shall also make recommendations to the Board concerning:

10.2.1 any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and

10.2.2 appointment of any Director to executive office.

10.3 For the purpose these Terms of Reference, “senior management” is the same category of persons referred to in the Company’s annual report.

11. Reporting responsibilities

11.1 The Committee Chairman shall report formally to the Board on its proceedings after each Committee meeting on all matters within its duties and responsibilities.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its ambit of duties and authorities herein where action or improvement is needed.

12. Miscellaneous

These Terms of Reference are written in both English and Chinese languages. In the event of any inconsistency or conflict between the English version and the Chinese version, the English version of these Terms of Reference shall prevail.