



中國包裝集團有限公司
China Packaging Group Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**TERMS OF REFERENCE FOR THE
NOMINATION COMMITTEE**

China Packaging Group Company Limited

中國包裝集團有限公司

Terms of Reference for Nomination Committee (adopted on _____)

Constitution

1. The board of directors (the “**Board**”) of China Packaging Group Company Limited (the “**Company**”) resolved to establish a nomination committee of the Board (the “**Nomination Committee**”) on 20 March 2012. The constitution of the Nomination 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.

Membership

2. The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.
3. The chairman of the Nomination Committee shall be appointed by the Board.

Attendance at meetings

4. The company secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.
5. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.
6. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

Frequency of meetings

7. Meetings shall be held at least once a year.

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Authority

8. The Nomination Committee is authorized by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
9. The Nomination Committee is authorized by the Board 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.

Duties

10. The duties of the Nomination Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
 - (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 independent non-executive directors;
 - (d) 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 and the chief executive officer;
 - (e) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
 - (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and

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- (g) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

Reporting procedures

- 11. Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

Publication of the terms of reference of the Remuneration Committee

- 12. The terms of reference of the Nomination Committee will be posted on the website of the Company, and will be made available upon request.

Others

- 13. The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.
- 14. The Nomination Committee should be provided with sufficient resources to discharge its duties.