

CHINA LESSO GROUP HOLDINGS LIMITED
(THE “COMPANY”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
(THE “COMMITTEE”)

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) at its meeting held on 14 May 2010.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members with at least one member of a different gender and a majority of which should be independent non-executive directors of the Company.
- 2.2 The Chairman of the Committee shall be appointed by the Board and shall be either the chairman of the Board or an independent non-executive director of the Company.
- 2.3 The secretary of the Committee shall be appointed by the Board.
- 2.4 The appointment of the members or secretary of the Committee may be revoked or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

3. Proceedings of the Committee

3.1 *Notice*

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by giving at least seven days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
 - (d) Notice of meeting shall state the purpose time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.
- 3.3 **Frequency:** Meetings shall be held at least once every year.
- 3.4 **Written resolution:** Written resolutions may be passed by all Committee members in writing.

4. Alternate Committee members

- 4.1 A Committee member may not appoint any alternate.

5. Authority of the Committee

- 5.1 The Committee may exercise the following powers:
- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract ;
 - (b) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
 - (c) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;
 - (d) to have access to sufficient resources in order to perform its duties;

- (e) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
 - (f) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.
- 5.2 The Committee should be provided with sufficient resources to discharge its duties.

6. Duties

6.1 The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills knowledge and experience) of the Board at least annually, to assist the Board in maintaining a board skills matrix, and to make recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy;
- (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
- (c) 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;
- (d) to assess the independence of independent non-executive directors;
- (e) to make recommendations to the Board on the appointment or reappointment of directors;
- (f) to support the Company's regular evaluation of the Board's performance and succession planning for directors, in particular the chairman and the chief executive officer;
- (g) to review the policy on diversity of the Board members and any measurable objectives for implementing such policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its progress and its review results in the annual report of the Company annually; and
- (h) to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience.

7. Reporting procedures

- 7.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 7.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.
- 7.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

8. Continuing application of the articles of association of the Company

- 8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

9. Powers of the Board

- 9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

10. Annual General Meeting

- 10.1 The Chairman of the Committee or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the "**AGM**") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.