

FUTURE BRIGHT HOLDINGS LIMITED

佳景集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 703)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(Adopted on 12 March 2012)

1 Membership

1.1 Members (Members) of the nomination committee (Committee) shall be appointed by the board of directors (Board) of Future Bright Holdings Limited (Company). The Committee shall be made up of not less than three (3) Members, the majority of whom should be the independent non-executive directors of the Company (INED).

1.2 Appointments to the Committee shall be for a period of up to three (3) years, which may be extended for such period as may be determined by the Board.

1.3 Either the chairman of the Board or an INED shall be appointed by the Board as the chairman of the Committee.

2 Secretary

2.1 The company secretary shall act as the secretary of the Committee (Secretary).

3 Quorum

3.1 The quorum necessary for the transaction of business shall be two (2) 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.

** For identification purposes only*

4 Meetings

- 4.1 Only Members have the right to attend Committee meetings. However, other individuals such as the chief executive officer, other directors and members of the senior management may be invited to attend for all or part of any meeting as and when appropriate. Only Members are entitled to vote at the meeting.
- 4.2 The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall decide.
- 4.3 Meetings shall be convened by the Secretary at the request of any of its Members.
- 4.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of businesses to be discussed, shall be forwarded to each Member, and any other person required to attend, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, no later than three (3) days before the date of the meeting (or such other period as agreed).

5 Minutes of Meetings

- 5.1 Minutes of Committee meetings should record all the proceedings and resolutions in sufficient details and kept by the Secretary.
- 5.2 Draft and final versions of minutes of Committee meetings shall be sent to all Members for their comment and records respectively within a reasonable time after the Committee meetings are held and, once agreed, to all members of the Board.

6 Annual General Meeting

The chairman of the Committee shall attend the annual general meeting of the Company and prepare to respond to any shareholders' questions on the Committee's activities.

7 Duties

The duties of the Committee shall be:

- 7.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to implement the Company's corporate strategy;
- 7.2 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;
- 7.3 to assess the independence of the INED;
- 7.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman, the managing director or the chief executive of the Company; and
- 7.5 to nominate and recommend candidates to fill a casual vacancy on the Board for the Board's approval.

8 Authority

- 8.1 The Committee is authorized by the Board to seek any information it requires from any employee of the Company and shall be provided with sufficient resources in order to perform its duties.
- 8.2 In connection with its duties the Committee is authorized by the Board to obtain, at the Company's expense, independent professional advice or other kind of resources, whether it is human or financial, to discharge its duties.

9 Reporting Responsibilities

- 9.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board of Directors it deems appropriate on any area within its responsibilities where action or improvement is needed.

10 Other

The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including the information on the stock exchange's website and the Company's website.

(The English version shall always prevail in case of any inconsistency between English version and its Chinese translation.)