



LUEN THAI HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

NOMINATION COMMITTEE

Terms of Reference

Constitution

1. The Board of the Company resolved the establishment of Nomination Committee (the “**Committee**”) and adopted the following terms as the terms of reference for the Committee on 30 March 2012.

Composition

2. The Committee shall be chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.

The Secretary

3. The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee.
4. The Secretary of the Committee shall record the proceedings and resolutions of the Committee.
5. The Secretary shall promptly circulate copies of the minutes of meetings of the Committee to all members of the Committee, and to all members of the Board unless a conflict of interest exists. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

Notices of the Meeting

6. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

7. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than 7 business days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Duties

8. The duties of the committee include:
 - A. review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the issuer's corporate strategy;
 - B. 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. assess the independence of independent non-executive directors; and
 - D. 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.

Resources

9. The Company should provide the nomination committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting and Announcement

10. 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 he should be elected and the reasons why they consider him to be independent.
11. The Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations (such as a restriction on disclosure due to regulatory requirements).