

HANISON CONSTRUCTION HOLDINGS LIMITED

(THE "COMPANY")

(Stock Code: 896)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Membership

The Nomination Committee (the "Committee") shall be appointed by the Board of Directors (the "Board") and shall comprise of a minimum of three members. 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 director.

Meetings

Quorum shall be any two members of the Committee, one of whom must be an independent non-executive director. The meetings and proceedings are governed by the provisions contained in the Company's Articles of Association for regulating the meetings and proceedings of directors.

Duties

The duties of the Committee shall be:-

- (a) to review structure, size and composition (including skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (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 directorship;
- (c) to assess the independence of independent non-executive directors of the Company;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company in particular the Chairman and the Managing Director; and
- (e) to review the Board Diversity Policy and the progress on achieving the objectives set for implementing the policy.

The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

26 March 2013