

CHINA STRATEGIC HOLDINGS LIMITED
(the “Company”)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE OF THE COMPANY
(the “Committee”)

MEMBERSHIP

1. The Committee shall be established by the board of directors of the Company (the “Board”) and shall comprise a minimum of three members.
2. The majority of the Committee members must be independent non-executive directors of the Company.
3. The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.

MEETINGS

4. The Committee shall meet at least once every year. Additional meetings may be held as and when the Committee considers fit and necessary.
5. The Chairman of the Committee may convene additional meetings at his/her discretion and shall be responsible for leading the Committee and the Committee’s meetings.
6. The quorum for a Committee’s meeting shall be two members.
7. The Company Secretary of the Company or his/her delegates shall be the secretary of the Committee. Full minutes of meetings of the Committee should be kept by the Company Secretary of the Company or his/her delegates. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

AUTHORITY

8. The Committee is authorised by the Board to seek independent professional advice at the expenses of the Company if the Committee considers fit and necessary.

9. The Committee shall report to the Board on its findings, decisions and recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
10. The Committee should be provided with sufficient resources to perform its duties.

DUTIES

11. The duties of the Committee shall include the following aspects:
 - 11.1. to 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 Company's corporate strategy;
 - 11.2. 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;
 - 11.3. to assess the independence of independent non-executive directors; and
 - 11.4. to 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.

Hong Kong, 30th March 2012