

GENTING HONG KONG LIMITED
(the “Company”)

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

Membership

1. The Committee shall be appointed by the Board of Directors of the Company (the “Board”) and shall consist of not less than two members and a majority of whom shall be Independent Non-executive Directors. Any member so appointed shall hold office only until the next Annual General Meeting of the Company and can be re-appointed by the Board. A quorum shall consist of at least two Independent Non-executive Directors.
2. The Chairman of the Committee, who shall be a member of the Committee and either the Chairman of the Board or an Independent Non-executive Director, shall be appointed by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.

Attendance at meetings

3. Only members of the Committee shall have the right to attend Committee meetings. Other persons including but not limited to any Director, the Head of Human Resources, any other executive and external advisers may be invited by the Committee to attend for all or part of any meeting as and when appropriate.
4. The Company Secretary or his/her nominee shall act as the secretary of the Committee.

Proceedings of meetings and resolutions

5. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes, the Chairman presiding at the meeting shall have a second or casting vote.
6. Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provisions of the Bye-laws of the Company for regulating the proceedings of meetings of Directors.
7. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form.

8. Meetings shall be held at least once a year. Additional meetings shall be held as the work of the Committee demands.
9. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee. In so far as practicable, notice of each meeting together with an agenda of items to be discussed as well as supporting papers, shall be forwarded to each member of the Committee and, where relevant and appropriate, any other person required to attend, at least 3 days (or other agreed period) before the intended date of the meeting.

Authority

10. The Committee is authorised by the Board to seek any information it may reasonably require from the management of the Company in order to perform its duties.
11. The Committee is authorised by the Board to obtain, at the Company's expense, any independent professional advice in relation to the affairs of the Committee, and to secure the attendances of outsiders with relevant experience and expertise if it considers this necessary in order to perform its duties. The Committee shall be provided with sufficient resources to discharge its duties.
12. The Committee shall consult the Chairman of the Board and/or the Chief Executive Officer about their proposals relating to the nomination of other Executive Directors.

Functions and duties

13. The functions and duties of the Committee shall be:
 - (a) to formulate, review and update, as appropriate, a policy for the nomination of Directors with inter alia, diversity approach (the "Director Nomination and Board Diversity Policy") to complement the business model/corporate strategy and/or to meet any specific needs of the Company;
 - (b) to review the structure, size and composition (including the skills, knowledge, experience, length of service and diversity of perspectives) of the Board at least annually; and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (c) to identify and nominate candidates to the Board for its approval for appointment to the Board, having due regard to the Director Nomination and Board Diversity Policy;

- (d) to assess the independence and time commitment of Independent Non-executive Directors on their appointments, re-appointments or when their independence is called into question, to review the annual confirmations of the Independent Non-executive Directors on their independence and time commitment; and to make relevant disclosure in accordance with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (e) to review the contribution required from a Director to perform his responsibilities and to assess whether the Director is spending sufficient time to fulfill his duties;
- (f) 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 Officer;
- (g) to review the disclosures on Director Nomination and Board Diversity Policy, as appropriate, under the applicable rules and regulations; and
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

Delegation

14. The Committee is authorised to delegate any of its powers and functions as the Committee deems appropriate to Senior Management.

Reporting procedures

15. The secretary shall circulate minutes of the Committee meetings to all members of the Committee and once agreed, to all members of the Board unless a conflict of interest exists where the Committee Chairman may decide otherwise as he considers appropriate.
16. The Committee shall report to the Board on its findings, decisions and/or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Note:

Senior Management in these Terms of Reference refers to the same persons referred to in the Company's annual report.