

YANGTZEKIANG GARMENT LIMITED

(Incorporated in Hong Kong with limited liability)
(the “Company”)

Regulations relating to the nomination committee (the “Nomination Committee”) of the board of directors (the “Board”) of the Company (the “Regulations”)

A. Constitution

The Nomination Committee is established pursuant to a resolution passed by the Board of the Company at its meeting held on 27 March 2012. The Nomination Committee is a committee of the Board.

B. Nomination Committee

1. Membership

1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company only and shall consist of not less than three (3) members, the majority being independent non-executive directors of the Company.

1.2 The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.

1.3 The secretary of the Nomination Committee shall be appointed by the Board (the “Secretary”).

1.4 The appointment of the members of the Nomination Committee and the Secretary may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

2. Proceedings of the Nomination Committee

2.1 Notice of meeting

2.1.1 Unless otherwise agreed by all the Nomination Committee members, a meeting of the committee shall be called by at least seven (7) days’ notice.

2.1.2 A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the Secretary shall, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member

of the Nomination Committee orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile or address from time to time notified to the Secretary by such member of the Nomination Committee by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

2.1.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting.

2.2 Quorum

A quorum of the Nomination Committee meeting shall be two (2) members of the committee.

2.3 Attendance of meetings by non-members

Other members of the Board, apart from the members of the Nomination Committee, have the right to attend any meetings of the Nomination Committee, though they shall not be counted in the quorum.

2.4 Frequency of meetings

Meetings shall be held at least once every year. The members of the Nomination Committee may call any meetings at any time when necessary.

3. Written resolutions

Resolutions may be passed by all members of the Nomination Committee in writing.

4. Alternate members

A member of the Nomination Committee may not appoint any alternate.

5. Authority

- (a) The Nomination Committee is authorized by the Board to conduct interviews with prospective candidates for nomination.
- (b) The Nomination Committee is authorized by the Board to obtain outside legal or other independent professional advice, at the Company's expense, if it considers necessary to perform its duties.
- (c) The Company should provide the Nomination Committee sufficient resources to perform its duties.

6. Duties

The duties of the Nomination Committee shall include, without limitation:

- (a) 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;
- (b) to identify individuals suitably qualified to become Board members and select and make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors; and
- (d) to make recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

7. Reporting Procedures

The Secretary shall circulate the minutes of the meetings and all written resolutions of the Nomination Committee to all members of the Board.

8. Continuing applications of the articles of association of the Company

The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these Regulations shall apply, *mutatis mutandis*, to regulate the meetings and proceedings of the Nomination Committee.

9. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these Regulations and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these Regulations and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if these Regulations or resolution had not been amended or revoked.

Adopted on 27 March 2012