

**SUNeVision Holdings Ltd.**  
*(incorporated in the Cayman Islands with limited liability)*  
**(the “Company”)**

## **Terms of Reference for Nomination Committee**

### **Functions and Objectives**

The Nomination Committee (the “**Committee**”) is appointed by the board of directors of the Company (the “**Board**”). The Committee shall, having regard to the candidates’ qualification and competence, make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

### **Composition**

The Committee must be formed by a majority of independent non-executive directors and chaired by the chairman of the Board or an independent non-executive director.

### **Proceedings of Meetings**

The Committee shall meet as and when necessary or as requested by any Committee member. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by the regulations imposed by the Board.

### **Duties and Authorities**

The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so. The Committee is authorised by the Board to obtain independent professional advice if it considers necessary.

The duties of the Committee are as follows:

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;
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;
3. to assess the independence of independent non-executive directors; and

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.