



SUN HING VISION GROUP HOLDINGS LIMITED

新興光學集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 125)

Terms of Reference of the Nomination Committee

1. Membership

1.1 The Nomination Committee of Sun Hing Vision Group Holdings Limited (the “Company”) shall comprise at least three members, each of whom shall be appointed by the board of directors of the Company (the “Board”).

1.2 A majority of the members of the Nomination Committee shall be independent non-executive directors who are independent of management of the Company and free from any business or other relationship which could interfere with the exercise of their independent judgment.

1.3 The chairman should be appointed by the Board.

1.4 The human resources manager of the Company (or his/her nominee) may act as the secretary to the Nomination Committee.

2. Meetings

2.1 The quorum necessary for the transaction of business shall be two, and a duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by it.

2.2 The Nomination Committee should meet not less than once a year and at such other times as its chairman or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) may require..

2.3 Meetings of the Nomination Committee may be summoned by the chairman or the secretary of the Nomination Committee at the request of any committee member.

2.4 Unless otherwise agreed, notice of each committee meeting stating the date, time and venue together with an agenda containing items to be discussed, should be sent to each committee member and any other person(s) required to attend and all other independent non-executive directors, no fewer than 5 working days prior to the date of the meeting.

2.5 The chairman of the Board should have the right to attend and speak at meeting of the Nomination Committee, and other members of the Board may be called upon or be able to speak by prior arrangement with the chairman of the Nomination Committee.

2.6 Proceedings of the committee meeting shall be governed by the applicable provisions as required by the Company's bye-laws and Listing Rules.

3. Minutes of Meetings

3.1 The secretary of the Nomination Committee should record the names of those present and in attendance and keep minutes of the proceedings of all meetings, including all resolutions passed.

3.2 Minutes of meeting should be circulated to all committee members and to all members of the Board.

4. Relationship with shareholders

The chairman of the Nomination Committee should attend the annual general meetings of the Company and be prepared to respond to any questions from shareholders on the Nomination Committee's activities.

5. Duties

5.1 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.

5.2 To identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships.

5.3 To assess the independence of independent non-executive directors.

5.4 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.

5.5 To report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

6. Authority

The Nomination Committee is authorised by the Board to:

(i) seek any information it requires from any employee and accordingly all employees of the Company and its subsidiaries shall cooperate with any request made by it.

(ii) obtain external legal and other professional advice, including advice of independent professional consultants at the Company's expenses and invite external third parties with relevant experience and expertise to attend the committee meeting if it considers necessary.

** For identification purpose only*