

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
(the “Company”)

**Terms of Reference of the
Nomination Committee**

Constitution

1. The board of directors of the Company (the "Board") hereby resolves to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

Membership

2. The members of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members, a majority of which shall be independent non-executive directors.
3. The Chairman of the Committee (“Chairman”) shall be appointed by the Board. The Chairman shall be either the Chairman of the Board or an independent non-executive director.

Attendance at Meetings

4. Only members of the Committee have the right to attend the meetings of the Committee. However, the Committee can invite other individuals to attend as they see appropriate.
5. The Company Secretary or his/her nominee shall be the Secretary of the Committee.

Frequency and Proceedings of Meetings

6. The Committee should meet at least annually and when the need arises.
7. The Chairman and other members of the Committee may request a meeting from time to time if necessary. The notice of meeting can be written or oral and will set the venue, time and date of the meeting.
8. A quorum for a meeting of the Committee shall be two members.
9. Minutes of Committee meetings will be kept by the duly appointed secretary of the meeting. Draft and final versions of the minutes of the Committee meetings will be

sent to all members of the Committee for their comment and records, respectively, in both cases, within a reasonable time after the meeting.

Authority

10. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
11. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers this necessary.
12. The Committee is to be provided with sufficient resources to discharge its duties.

Duties and Functions

13. The duties and functions of the Committee shall be:
 - (a) to review pursuant to the parameters stipulated in the Board Diversity Policy of the Company, and other factors which the Committee sees fit, the structure, size and composition required (including the gender, 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 strategy;
 - (b) 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;
 - (c) to assess the independence of independent non-executive directors;
 - (d) 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;
 - (e) to report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy;
 - (f) to review the Board Diversity Policy, as appropriate, to ensure the effectiveness of

the Policy; and

(g) to consider other topics, as defined by the Board.

Reporting Responsibilities

14. The Chairman or his/her nominee shall report any decision and recommendation to the Board.