



CENTURY SUNSHINE GROUP HOLDINGS LIMITED

世紀陽光集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE

FOR

NOMINATION COMMITTEE

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

世紀陽光集團控股有限公司

(the “Company”)

Contents

Membership	3
Attendance at Meetings	3
Frequency of Meetings	4
Authority	4
Duties	4
Reporting Procedures	5
Language Version	5
Publication of the Terms of Reference	5

NOMINATION COMMITTEE

The board of directors of Century Sunshine Group Holdings Limited (the “Director(s)”) (the “Board”) resolved at a meeting on 23 March 2012 to establish a committee of the Board to be known as the nomination committee (the “Nomination committee”).

The terms of reference for the Nomination Committee (the “Terms of Reference”) was approved and adopted by the Board on 23 March 2012.

1. MEMBERSHIP

- 1.01 The members of the Nomination Committee (the “Member(s)”) shall be appointed by the Board from amongst the members of the Board and the majority of which shall be independent non-executive Directors.
- 1.02 The Nomination Committee shall have a minimum of three Members. A quorum shall be two Members.
- 1.03 The chairman of the Nomination Committee (the “Chairman”) shall be the chairman of the Board or an independent non-executive Director.
- 1.04 Any Member who wishes to retire or resign from the Nomination Committee shall notify the Board in writing giving three months’ notice or such a shorter notice as may be agreed by the Board.
- 1.05 Any Member who no longer is the member of the Board shall be removed from the Nomination Committee accordingly.
- 1.06 Any vacancy of the Nomination Committee shall be replaced within two months in the event that the aforesaid terms of 1.01 and 1.02 could not be met.

2. ATTENDANCE AT MEETINGS

- 2.01 The Member may participate in any Nomination Committee meeting via telephone conference or such other telecommunication manners as they think fit without physically participation in the Nomination Committee meetings.
- 2.02 The company secretary of the Company (the “Company Secretary”) shall be the secretary of the Nomination Committee. Where the Company Secretary is also an executive Board member, the Company Secretary can only attend meetings of the Nomination Committee in the capacity as the Company Secretary, and not as an executive Board member.
- 2.03 A Member shall not vote in respect of any matters or proposal whatsoever in which he has any interest, directly or indirectly. A Member shall not be counted in the quorum at the Nomination Committee meeting in relation to any resolution on which he is debarred from voting.
- 2.04 A written resolution signed by all the Members shall be as effective as a resolution duly passed at the Nomination Committee meeting and may consist of several documents in the like form, each signed by one or more Members.

3. FREQUENCY OF MEETINGS

- 3.01 The Nomination Committee meeting shall be held at least once a year.
- 3.02 The Nomination Committee may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. At anytime, any Member may summon the Nomination Committee meeting by issuing at least 5 clear business days' notice in writing to each and every Member. The expression "in writing" includes those in the form of mail, fax, electronic mail or telegram.
- 3.03 The Members may however, by unanimous consent, waive the aforesaid 3.02 and allow for a shorter period of notice.

4. AUTHORITY

- 4.01 The Nomination Committee, being a committee of the Board, shall conform to any regulation, which may be from time to time imposed by the Company.
- 4.02 The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expenses, to perform its responsibilities.
- 4.03 The Nomination Committee shall initiate amendments to its Terms of Reference when the need arises due to changes in regulation governing corporate governance. Any Director may give instructions for such amendments to the Terms of Reference, as he deem fit, by reason of changes in the Company's structure, organization and/or operations which affect the matters set out in the Terms of Reference.
- 4.04 Amendment to the Terms of Reference shall be submitted to the Nomination Committee for consideration and tabled at a Board meeting for approval.

5. DUTIES

The duties of the Nomination Committee shall be:

- (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 strategies;
- (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; and
- (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 chief executive.

6. REPORTING PROCEDURES

- 6.01 Each Nomination Committee meeting shall be properly recorded by the secretary of the Nomination Committee and upon confirmation of such minutes by the Chairman, a copy of the confirmed minutes shall then be duly circulated to all Members for approval.
- 6.02 The secretary of the Company Secretary shall record the minutes of all proceedings of the Nomination Committee meetings and circulate to all Members for approval. The minute book of the Nomination Committee shall be kept by the Company Secretary and shall be available for inspection by any Directors.

7. LANGUAGE VERSION

The Terms of Reference have been issued in the English language with a separate Chinese language translation. In the event that there is any conflict between the English language version and the Chinese language version, the English language version shall prevail.

8. PUBLICATION OF THE TERMS OF REFERENCE

The Terms of Reference will be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company. It is also available at the Company's principal place of business in Hong Kong open for inspection by the shareholders during normal business hours. A copy of the Terms of Reference will be made available to any person without charge upon request.