

Luxey International (Holdings) Limited (the “Company”)

Term of Reference of the Nomination Committee (the “Terms”)

(Adopted on 29 December 2015)

Constitution

1. The Nomination Committee is established as a committee of the board of directors of the Company (the “Board”).

Objectives

2. The Committee shall review and develop, for the Board’s endorsement, the Company’s policy on nomination of its Directors (including Executive Directors), members of its Audit Committee and its Senior Management (as defined in paragraph 17 below) by reference to paragraph 15 below.
3. It shall provide a medium of public accountability, which is not controlled by the Company’s management.

Membership

4. The members of the Nomination Committee shall be appointed by the Board by formal resolution from among the executive or non-executive directors of the Company, however, a majority of the members of the Nomination Committee must be independent non-executive directors. The Nomination Committee shall consist of a minimum of three members. A quorum shall be two members, which must include at least one non-executive member. The Chairman of the Board may be a committee member.
5. The chairman of the Nomination Committee shall be an independent non-executive director, appointed by the Board by formal resolution, and the Board will determine the period for which the committee chairman shall hold office.
6. The Company Secretary or his/her nominee shall be the Secretary to the Nomination Committee.

7. The Nomination Committee shall meet at any times as its Chairman shall require, in particular prior to appointment of a new director or resignation of a director.

Notice of Meetings

8. Meetings of the Nomination Committee shall be called by its Chairman or at request of the Board.
9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Nomination Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.

Attendance at meetings

10. The Nomination Committee may request any Director, any member of Senior Management (including the Head of Human Resources) or any other individual to attend its meetings.

Authority

11. The Nomination Committee is authorized to require the provision of such information, and access to such representatives from managements, as it requires to discharge its responsibilities.
12. The Nomination Committee is authorized to take outside professional advice, at the Company's expense, as it considers necessary for the fulfillment of its duties.
13. The Nomination Committee is authorized to consider and, if appropriate, permitted to pass any resolutions necessary in accordance with their duties.
14. The Nomination Committee is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.

Duties

15. The Nomination Committee's purpose is primarily to consider the composition and successor planning of the Board and to lead the process of appointments to the Board.

16. The Nomination Committee is required to:

- a. Review the 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 corporate 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 of the Company;
- e. To review the Board diversity policy, as appropriate, to ensure the effectiveness of the Board diversity policy;
- f. To report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of this Policy;
- g. To discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
- h. Consider any other matters referred to the Nomination Committee by the Board; and
- i. Periodically review these Terms, requesting Board approval for any proposed changes, and at appropriate intervals evaluate its own performance against these Terms and best practice.

Senior Management

17. For the purpose of these Terms, Senior Management shall mean employees or officers at the rank of Vice President, Manager or above.

Date of adoption

18. The Board had on 29 December 2015 amended the Terms of the Nomination Committee.