CHINNEY KIN WING HOLDINGS LIMITED

建業建榮控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1556)

NOMINATION COMMITTEE

TERMS OF REFERENCE

* *For identification purposes only*

Preamble

1. Chinney Kin Wing Holdings Limited (the "**Company**") was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**HKEx**") on 11 November 2015.

   In compliance with the code of provision of the Corporate Governance Codes issued by the HKEx, a Nomination Committee (the "**Nomination Committee**") needs to be established with the terms of reference as set out and adopted herein.

Constitution

2. The Nomination Committee was established by resolutions of the board of directors of the Company (the "**Board**", and each director of the Board, a "**Director**") on 20 October 2015.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors, with at least one member of a different gender. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee one of whom must be independent non-executive Director.

4. The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director.

5. The term of office of a member of the Nomination Committee shall be determined by the Board.

Frequency and procedure of meetings

6. Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company's bye-laws.

7. Meetings shall be held not less than once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.

8. An agenda and any accompanying Committee papers should be sent in full to all members of the Nomination Committee in a timely manner and at least three days before the proposed date of a meeting of the Nomination Committee (or other agreed period).

9. The Company is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.

10. The Secretary of the Nomination Committee shall be the company secretary of the Company or his/her appointed delegate.

Annual General Meeting

11. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Nomination Committee's activities.

12. If the chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Nomination Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder's questions on the Nomination Committee's activities.

Authority

13. The Nomination Committee is authorised by the Board to investigate any activity mentioned in these Terms. 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 Nomination Committee.

14. The Nomination Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

Duties

15. The duties of the Nomination Committee shall include:

    (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (b) assessing and disclosing its assessment of each Director's time commitment and contribution to the Board;

    (c) using the board skills matrix and the periodic board performance reviews to assess the mix of competencies and diversity on the Board, identify whether there are any gaps in the Board's collective skillset, and formulate and/or revise the Company's succession plans accordingly;

    (d) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the managing director;

    (e) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship; and

    (f) assessing the independence of independent non-executive Directors.

16. The Nomination Committee shall also make recommendations to the Board concerning:

    (a) formulating plans for succession for both executive and non-executive Directors;

    (b) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees; and

    (c) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

Reporting procedures

17. Full minutes of the Nomination Committee's meetings should be kept by the secretary of the Nomination Committee and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

18. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings.

19. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

Provision of Terms

20. The Nomination Committee shall make available these terms of references on request and by inclusion onto the HKEx's website and the Company's website, thereby explaining the role of the Nomination Committee and the authority delegated to it by the Board.

Review of Terms

21. The Nomination Committee shall review these terms of references annually, and may consider and submit to the Board any proposed changes that the Nomination Committee deems appropriate or advisable.