Stelux Holdings International Limited
(the "Company")

Terms of Reference of Nomination Committee

The Nomination Committee (the "Committee") of the Company was set up on 21st March 2012.

Membership

1. The Committee shall comprise a majority of independent non-executive directors of the Company.
2. The Chairman of the Committee shall be the Chairman of the Board of the Company or an independent non-executive director.
3. The Company Secretary of the Company shall be the secretary of the Committee.

Quorum

1. The quorum of a meeting shall be two members of the Committee.

Frequency and proceedings of meetings

1. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

Authority

1. The Committee is authorised by the Board where necessary to have access to independent professional advice.
2. The Committee is to be provided with sufficient resources to perform its duties.

Duties, powers and functions

1. The Committee is: -
(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 strategy;
(b) to identify individuals suitably qualified to become board members of the Company and select or make recommendations to the Board on the selection of individuals nominated for directorship;
(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 the Chief Executive.

Reporting procedures
1. The secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

Notes

In the event of discrepancies between the English version and the Chinese version of this document, the English version shall prevail.

Adopted by the Board on 21st March 2012