

SAM WOO CONSTRUCTION GROUP LIMITED

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code : 3822)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

1. The Nomination Committee (the “Committee”) was established by the board of directors (the “Board”) of Sam Woo Construction Group Limited (the “Company”) on 15 September 2014.

Membership

2. The Committee shall consist of not less than three members appointed by the Board, a majority of whom should be independent non-executive directors.
3. The Chairman of the Committee shall be an independent non-executive director.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually.
5. The quorum of a meeting shall be two Committee members.
6. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Duties, powers and functions

7. The Committee shall:
 - (a) review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

- (b) identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors; and
 - (d) 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.
8. The Committee shall be provided with sufficient resources to enable it to perform its duties.

Reporting Procedures

9. The Committee shall report its decisions or recommendations to the Board.

October 2014