

L.K. TECHNOLOGY HOLDINGS LIMITED
(the “Company”)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE
(the “Committee”)

Membership

1. All members of the Committee shall be appointed by the Board. The Committee is chaired by the chairman of the Board or an independent non-executive director and comprises a majority of independent non-executive directors, with at least one member of a different gender.
2. The Committee shall consist of a minimum of three (3) members.

Frequency and proceedings of meetings

1. The Committee shall meet at least two times a year and at such other times as the chairman of the Committee shall require.
2. The Committee may request that any other members of the Board, any senior officers and representatives of external auditors be present at the meetings of the Committee.
3. The quorum for a meeting shall be two members.
4. Notice of any meeting has to be given at least five (5) days prior to any such meeting being held, unless all members unanimously waive such notice. An agenda of items to be discussed, together with supporting papers shall be sent to all members of the Committee and to other attendees as appropriate within a reasonable time prior to the meeting.
5. The Company Secretary shall act as the secretary of the Committee.
6. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have

a second or casting vote.

7. A resolution in writing signed by all of the members shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.
8. Subject to the above, the provisions and requirements in relation to the proceedings of meetings of the Board contained in the Company's Articles of Association shall apply, mutatis mutandis, to meetings of the Committee.

Authority

1. The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties.
2. The Committee may obtain, at the expense of the Company, legal or other professional advice on any matters within its terms of reference.

Duties

The Committee shall have the following duties:

1. 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;
2. 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;
3. to assess the independence of independent non-executive Directors;
4. 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; and
5. to review the Board Diversity Policy ; and review the measurable objectives that

the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

Reporting Procedures

1. The secretary of the Committee shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
2. The Committee shall report back to the Board on their findings, decisions and recommendations on the matters set out herein.

Other

The Committee may review from time to time its terms of reference and recommend any changes it considers necessary to the Board for approval.