

**Terms of Reference for the Nomination Committee of
SG GROUP HOLDINGS LIMITED
(the “Company”)**

DEFINITIONS

1. For the purposes of these terms of reference (the “**Terms**”):

“ Board ”	means the board of Directors of the Company
“ Company Secretary ”	means the company secretary of the Company as appointed from time to time
“ Corporate Governance Code ”	means the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (as amended from time to time)
“ Director(s) ”	means the director(s) of the Company
“ GEM Listing Rules ”	means the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time)
“ Group ”	means the Company and its subsidiaries from time to time
“ Nomination Committee ”	means the nomination committee from time to time established by resolution of the Board in accordance with Article 138 of the Articles of Association of the Company and clause 2 of these Terms
“ Senior Management ”	means the chairman, chief executive officer and any other officers of the Company appointed by the Board from time to time
“ Shareholder(s) ”	means the shareholder(s) of the Company from time to time
“ Stock Exchange ”	means The Stock Exchange of Hong Kong Limited

CONSTITUTION

2. The Board hereby resolves to establish a committee of the Board to be known as the Nomination Committee.

MEMBERSHIP

3. The members of the Nomination Committee shall be appointed by the Board from time to time from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive Directors.
4. A quorum of the Nomination Committee shall be two members.
5. The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive Director.
6. Each member of the Nomination Committee shall disclose to the Nomination Committee the following:
 - (a) any and all personal financial interests (other than as Shareholder of the Company) in any Company matter related to any matter under consideration by the Nomination Committee; and
 - (b) any potential conflict of interest arising from a cross-directorship or otherwise,and the secretary of the Nomination Committee meeting shall also ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly.
7. Any member with any personal financial interest in any Company matter related to any matter under consideration by the Nomination Committee or any potential conflict of interest howsoever arising, shall abstain from voting on resolutions of the Nomination Committee in relation to which such interest or conflict of interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Nomination Committee.

MEETINGS

8. Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating proceedings of Directors' meetings shall apply to the meetings of the Nomination Committee.
9. Meetings of the Nomination Committee shall be held at least twice a year. Additional meetings of the Nomination Committee may be held as and when required.
10. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

11. Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given for a meeting of the Nomination Committee. Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).
12. Members of the Nomination Committee may participate in any meeting of the Nomination Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
13. Senior Management shall supply the Nomination Committee with complete and reliable information in a timely manner upon request in order to enable it to make informed decisions.
14. The Company Secretary shall be the secretary of the Nomination Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

WRITTEN RESOLUTIONS

15. Without prejudice to any requirement under the GEM Listing Rules, written resolution may be passed and adopted by all members of the Nomination Committee.

ANNUAL GENERAL MEETINGS

16. The chairman of the Nomination Committee shall attend the annual general meeting of the Company and be prepared to respond to any questions posed therein on the activities or decisions of the Nomination Committee.

AUTHORITY

17. The Nomination Committee is authorised by the Board to discharge its duties within these Terms.
18. The Nomination Committee is authorised by the Board to seek any information it requires from the Directors and/or Senior Management. Each of the Director and/or Senior Management must cooperate with the Nomination Committee.
19. Where appropriate or required, other Directors, the head of human resources, relevant senior management, and any person(s) invited by a Nomination Committee member may attend meetings of the Nomination Committee.
20. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if and when it considers necessary, at the expense of the Company.

21. The Nomination Committee shall be provided with sufficient resources to perform its duties.
22. The Nomination Committee is authorised by the Board to have responsibility for establishing the selection criteria, selection, appointment and setting of the terms of reference for any external remuneration consultant retained to advise the Nomination Committee.

DUTIES

23. The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code, which shall include:
 - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
 - (c) regularly assessing the independence of independent non-executive Directors;
 - (d) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and chief executive of the Company, taking into account the opportunities and challenges facing the Company and the skills and professional requirements of the Board;
 - (e) determining the policy for the nomination of Directors and the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship during the year;
 - (f) preparing a description of the role and capabilities required for a particular appointment;
 - (g) keeping under review the leadership requirements of the Company, both executive and non-executive, with a view to ensuring the Company's continued market competitiveness;
 - (h) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - (i) annually reviewing the time commitment of non-executive Directors and the ratio of time spent against fulfilment of duties; and
 - (j) ensuring that non-executive Directors receive a formal letter of appointment setting out expected time commitment, Board services and involvement outside board meetings.
 - (k) making recommendations to the Board concerning:
 - (i) membership of the Company's audit and risk management committee and remuneration committee, in consultation with the chairmen of those committees;

- (ii) evaluating continuation (or otherwise) of service of any Director who has reached the age of 65;
- (iii) re-appointment of any Director having regard to their performance and contribution to the board in terms of the knowledge, skills, experience required and the Articles of Association of the Company;
- (iv) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director subject to the provisions of the law and his service contract; and
- (v) the appointment of any Director to executive or other office, other than to the positions of chairman and chief executive officer.

CORPORATE GOVERNANCE FUNCTIONS

- 24. The Nomination Committee should review and monitor the training and continuous professional development of Directors and Senior Management.

REPORTING

- 25. The secretary of a Nomination Committee meeting shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including the names of those present and in attendance and any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.
- 26. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.
- 27. Minutes of the Nomination Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.
- 28. The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 29. The Nomination Committee shall make a statement in the annual report of the Company about its activities.
- 30. The Nomination Committee shall make these Terms available on the Company's and the Stock Exchange's website.

MISCELLANEOUS

- 31. The adoption of, and amendments to, these Terms require the approval of the Board to be effective.

32. The interpretation of these Terms shall be vested in the Board.

Note: If there is any inconsistency between the English and Chinese versions of these Terms, the English version shall prevail.

Hong Kong, 20 March 2017