



中昊科技集團有限公司
Sunrise (China) Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8226)
(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE
(“THE COMMITTEE”)

1. CONSTITUTION

- 1.1 Committee members shall be appointed by the board of directors (the “Board”) of the Company.
- 1.2 The Committee must consist of a minimum of three members and the majority of the members of the Committee shall be independent non-executive directors (“INEDs”) of the Company.
- 1.3 The chairman of the Committee shall be appointed by the Board and should either be the chairman of the Board or an INED.

2. MEETINGS

- 2.1 The Committee shall meet with such frequency as it may consider appropriate, but in any event at least once a year.
- 2.2 The quorum for meetings shall be two Committee members.
- 2.3 The resolution of the Committee shall be passed by majority votes and can be passed by way of written resolution signed by all Committee members in writing. Meeting can be held through attendance in person, via telephone conference or via video conference.
- 2.4 Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

3. ROLE AND AUTHORITY

- 3.1 The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.
- 3.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

4. FUNCTIONS

- 4.1 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 implement the Company's corporate strategy;
- 4.2 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;
- 4.3 To assess the independence of independent non-executive directors; and
- 4.4 To make 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 chief executive of the Company.

March 2012

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