

Goldenmars Technology Holdings Limited
晶芯科技控股有限公司 (the “Company”)

Terms of Reference of the Nomination Committee (the “**Terms**”)
(Adopted by the Company pursuant to the Board resolutions dated 21 August 2013)

Constitution

1. The Nomination Committee is established as a committee of the board of directors of the Company (the “**Board**”).

Objectives

2. The Committee shall review and develop, for the Board’s endorsement, the Company’s policy on nomination of its Directors (including executive directors).
3. It shall provide a medium of public accountability, which is not controlled by the Company’s management.

Membership

4. Members of the Nomination Committee shall be appointed by the Board. Members of the Nomination Committee shall comprise of not less than three members and a majority of independent non-executive directors (the “**INEDs**”). The Nomination Committee shall be chaired by the chairman of the Board or an INED. In the absence of the Nomination Committee Chairman and / or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

Secretary

5. The company secretary of the Company or his/her nominee shall be the secretary to the Nomination Committee.

Notice of Meetings

6. Meetings of the Nomination Committee shall be called by its any of its members or by the company secretary.
7. Unless otherwise agreed by all members of the Nomination Committee, notice of each meeting shall be issued to each member of the Nomination Committee and any other person required to

attend at least 14 days before the date of the meeting for a regular meeting of the Nomination Committee. Notice of any adjourned meetings is not required if the adjournment is for less than 14 days. For all other meetings of the Nomination Committee, reasonable notice shall be given.

8. The agenda and the accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or other period as the members may agree).

Frequency of and Attendance at meetings

9. The Committee shall meet at least once a year and at such other times as its Chairman shall require, in particular prior to appointment of a new director or resignation of a director.
10. The quorum necessary for the transaction of business shall be two members of the Nomination Committee.
11. The Nomination Committee may request any Director, any member of senior management (including the head of human resources) or any other individual to attend its meetings.
12. Only a member of the Nomination Committee is entitled to vote at a meeting of the Nomination Committee.

Annual General Meeting

13. The Chairman of the Nomination Committee, or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meetings of the Company and be prepared to respond to any shareholder's questions on the Nomination Committee's activities and responsibilities.

Authority

14. The Nomination Committee is authorized to require the provision of such information, and access to such representatives from managements, as it requires to discharge its responsibilities.
15. The Nomination Committee is authorized to take outside professional advice, at the Company's expense, as it considers necessary for the fulfillment of its duties.
16. The Nomination Committee is authorized to consider and, if appropriate, permitted to pass any resolutions necessary in accordance with their duties.

17. The Nomination Committee is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.
18. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to the shareholders and / or explanatory statement accompanying the notice of the relevant general meeting why they believe he / she should be elected and the reasons why they consider him / her to be independent.
19. The Nomination Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Duties

20. The Nomination Committee's purpose is primarily to consider the composition and successor planning of the Board and to lead the process of appointments to the Board.
21. The Nomination Committee is required to:
 - a. 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. Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - c. Assess the independence of INEDs;
 - 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; and
 - e. Make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of Hong Kong Limited's website and the Company's website.

Reporting Responsibilities

22. Full minutes of the meetings of the Nomination Committee shall be kept by the secretary of the Nomination Committee, who shall send draft and final versions of the minutes of meetings and all

written resolutions of the Nomination Committee to all Nomination Committee members for their comments and records within a reasonable time after the meeting.

23. The Nomination Committee Chairman shall report back to the Board on the Nomination Committee's decisions and recommendations, unless there are legal or other regulatory restrictions on the Nomination Committee's ability to do so.