

TELEEYE HOLDINGS LIMITED
(a company incorporated in Cayman Islands with limited liability)

NOMINATION COMMITTEE
TERMS OF REFERENCE

Constitution

1. The board of directors (the “**Board**”) of TeleEye Holdings Limited (the “**Company**” which together with its subsidiaries, the “**Group**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”) at a meeting held on 30 March 2012.

Membership and Quorum

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company. A quorum shall be two members.
3. The chairman of the Committee shall either be the chairman of the Board or an independent non-executive director and appointed by the Board.
4. In the case of an equality of votes at a meeting of the Committee, the chairman of the meeting shall have the casting vote.

Authority and Duties

5. The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.
6. The Committee is authorized by the Board to perform its duties within the scope of its terms of reference and the Company should provide the Committee with sufficient resources to perform its duties.
7. The duties of the Committee shall be:
 - (a) to formulate nomination policy for directors for the Board’s consideration and implement the Board’s approved nomination policy;
 - (b) to review the structure, size and composition of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (c) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (d) to assess the independence of independent non-executive directors and review the independent non-executive directors’ confirmations on their independence; and report its review results to the Board; and
 - (e) 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.

Consultation

8. The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company, have access to independent professional advice to perform its responsibilities where it considers necessary.

Secretary

9. The secretary of the Company (or his/her delegate) shall be the secretary of the Committee (the “**Secretary**”).

Meetings

10. The Committee shall meet as and when necessary or as requested by the chairman of the Committee. The Committee shall meet not less than once a year.
11. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

Reporting Procedures

12. The Secretary shall keep minutes of each Committee meeting. Draft and final versions of minutes of the Committee meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.
13. The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

Adopted by the Board on 30 March 2012