



CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 354

NOMINATION COMMITTEE

TERMS OF REFERENCE

(As adopted by the Board on 28 March 2012 and 1st amended on 9 January 2019)

DEFINITIONS

1. Unless the context otherwise requires, the terms below have the following meaning:

“Board”	:	the board of directors of the Company
“Chairman”	:	the Chairman of the Board
“Committee”	:	the nomination committee
“Committee Chairman”	:	the Chairman of the nomination committee
“Company”	:	Chinasoft International Limited
“Company Secretary”	:	the company secretary of the Company
“Director(s)”	:	the director(s) of the Company
“Exchange’s website”	:	the official website of Hong Kong Exchanges and Clearing Limited
“Group”	:	the Company and its subsidiaries from time to time
“Listing Rules”	:	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

CONSTITUTION

2. The Board hereby constitutes and establishes a nomination committee on 28 March 2012 with authority, responsibility and specific duties as described below.

MEMBERSHIP AND QUORUM

3. The Committee shall be comprised of at least 3 members, each of whom shall be appointed by the Board. The members of the Committee shall be appointed from the directors of the Company, a majority of whom shall be independent non-executive directors of the Company.
4. The Board shall appoint the chairman of the Committee. The Committee Chairman shall be an independent non-executive director of the Company.
5. Subject to 3 and 4, if a regular member is unable to act due to absence, illness or any other cause, the Committee Chairman may appoint a non-executive director of the Company to serve as an alternate member.

AUTHORITYIES AND DUTIES

6. 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.
7. The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Company should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties.
8. The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.
9. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
10. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:-
 - (a) to review the structure, size and composition (including but not limited to skills, knowledge, gender, age, cultural, educational background, professional experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) 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; with due regard for the benefits of diversity on the Board with reference to the Board diversity policy (the "Board Diversity Policy")
 - (c) to assess the independence of independent non-executive directors of the Company;
 - (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the chief executive;
 - (e) to develop and recommend to the Board measurable objectives for achieving diversity on the Board and monitor the progress on achieving those objectives;

- (f) to identify and nominate candidates to fill casual vacancies of the Directors for the Board's approval;
 - (g) determining and reviewing the policy for the Board Diversity Policy and the nomination of Directors (the "Director Nomination Policy") as appropriate. The Director Nomination Policy shall set out, inter alia, the nomination procedures and the process and criteria to select and recommend candidates for directorship during the year;
 - (h) to ensure that each director should be nominated by means of a separate resolution in meetings of the Board and/or the general meetings of the Company, as appropriate;
 - (i) to review annually the time commitment required of directors and to evaluate whether directors have committed adequate time to discharge their responsibilities; and
 - (j) to do any such things to enable the Committee to perform its functions conferred on it by the Board
11. Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:-
- (a) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board;
 - (c) the perspectives, skill and experience that the individual can bring to the board; and
 - (d) how the individual contributes to diversity of the board.
12. The Chairman of the Committee or in the absence of the Chairman, another member of the Committee or failing this his duly appointed delegate, should be available to answer questions at the annual general meeting.

MEETINGS AND ATTENDANCE

13. The Committee shall meet at least once a year and at such other times as the Committee Chairman shall require. Meetings can either be held in person or through live electronic means of communication such as teleconference or videoconference.

14. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the chairman of the Committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than 7 days before the date of the meeting. Supporting papers shall be sent to the Committee members and to the other attendees at least 3 days in advance of the meeting (or other agreed period).
15. Except as outlined above, meetings of the Committee shall be conducted in accordance with the provisions of the Company's articles of association governing the proceedings of the Directors of the Company.

REPORTING AND MINUTES

16. The Company Secretary of the Company or his/her nominee or such other person as nominated by the Board shall act as the secretary of the Committee and shall be responsible for taking minutes of each Committee meeting.
17. Full minutes of the Committee meetings shall be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient details the matters considered by the Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records, within a reasonable time after such meetings are held.
18. The secretary of the Committee shall circulate to all Directors the final versions of Committee meeting minutes once approved by the Committee.
19. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee shall report the Committee's decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.

AMENDMENT TO TERMS OF REFERENCE

20. Any amendment to these terms of reference must be approved by the Board.

AVAILABILITY OF TERMS OF REFERENCE

21. The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.