



**SINOSOFT**  
TECHNOLOGY

**SINOSOFT TECHNOLOGY GROUP LIMITED**

中國擎天軟件科技集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1297)**

**(the “Company”)**

**Nomination Committee - Terms of Reference**

**1. Member**

- 1.1 The nomination committee should be established by the board of the Company (the “**Board**”). It should comprise majority of independent non-executive directors.
- 1.2 The nomination committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the nomination committee and appointed by the Board.
- 1.3 The term of appointment to nomination committee members are determined by the Board at the appointment date.

**2. Secretary of Nomination Committee**

- 2.1 The company secretary of the Company shall act as the secretary of the nomination committee.
- 2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the remuneration committee.

**3. Meeting**

- 3.1 The member of nomination committee can call for a meeting anytime when it is necessary.

- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.
- 3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 The resolution of the nomination committee should be passed by more than half of the members.
- 3.6 The resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

#### **4. Meeting attendance**

- 4.1 Upon the invitation from the nomination committee, the chairman or chairlady of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the member of the nomination committee can vote in the meeting.

## **5. Annual General Meeting**

- 5.1 The chairman or chairlady of nomination committee or (if absent) the other member of nomination committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handled the shareholders' enquiry on the activities and responsibilities related to the nomination committee.

## **6. Duties and Powers**

The nomination committee shall have the following duties and powers:

- 6.1 review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, industrial experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- 6.3 assess the independence of independent non-executive directors;
- 6.4 review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- 6.5 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
- 6.6 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 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 the individual to be independent.

## **7. Declaration responsibility**

7.1 The nomination committee shall report to the Board after each meeting of the nomination committee.

## **8. Authorization**

8.1 The nomination committee is authorized by the Board to request from employee of the Company to provide any information within the scope of its duties.

8.2 The nomination committee should have access to independent professional advice at the Company's expense, and to secure the independent party possessing the relevant experience and profession to attend the meeting if necessary, to perform its responsibilities as a member of the nomination committee.

8.3 The nomination committee should be provided with sufficient resources to perform its duties.

Adopted on 29 August 2013