



## **CHINASOFT INTERNATIONAL LIMITED**

**中軟國際有限公司\***

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

Stock Code: 354

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### **NOMINATION COMMITTEE**

#### **TERMS OF REFERENCE**

*(As adopted by the Board on 28 March 2012)*

#### **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.

### **AUTHORITY 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 authorized 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 authorized to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.
8. The duties of the Committee shall be:-
  - (a) 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 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;
  - (c) to assess the independence of independent non-executive directors of the Company; and
  - (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.

### **MEETINGS AND ATTENDANCE**

9. 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.

10. 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).
11. 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**

12. 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.
13. 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.
14. The secretary of the Committee shall circulate to all Directors the final versions of Committee meeting minutes once approved by the Committee.
15. 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**

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

### **AVAILABILITY OF TERMS OF REFERENCE**

17. 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.