



中國信息科技發展有限公司
China Information Technology Development Limited
(Incorporated in the Cayman Islands with limited liability)
(the “Company”) (Stock Code: 8178)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE (REVISED BY THE BOARD ON 31 DECEMBER 2018)

1. Members

- 1.1 Members of the Nomination Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of the Company. The Committee shall consist of not less than three members and a majority of its members shall be independent non-executive directors (the “**INED(s)**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) from time to time.
- 1.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and should either be the Chairman of the Board or an INED. In the absence of the Chairman, members present may elect any member (who should be an INED) to conduct the meeting.

2. Quorum

- 2.1 Two members shall form a quorum and one of which must be an INED.

3. Meetings

- 3.1 Meetings of the Committee may be held as and when required or as requested by the Chairman. The Committee shall hold at least one meeting in a year.
- 3.2 A Committee meeting which is duly convened and at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.
- 3.3 Members of the Committee may adopt from time to time the procedures governing the convening of the Committee meetings and the means and procedures for the passing of resolutions at Committee meetings.

- 3.4 The Chairman may request the proposed director to attend Committee meeting if he considers necessary and with suitable reasons.
- 3.5 The Company Secretary or his delegate or such other person appointed by the Chairman shall be the secretary of the Committee (the “**Secretary**”).

4. Minutes of Meetings

- 4.1 Minutes of the Committee shall be kept by the Secretary. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

5. Responsibilities

The Committee shall:

- 5.1 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. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve board diversity;
- 5.2 draw up, review and update, as appropriate, the diversity policy for the Board’s approval having due regard to the requirements of the GEM Listing Rules, review and update the objectives that the Board has set for implementing such policy;
- 5.3 develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board’s approval. Such criteria includes but not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- 5.4 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;

- 5.5 assess the independence of the INEDs. 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:
- (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, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.
- 5.6 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the Chairman and chief executive of the Company, taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- 5.7 keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- 5.8 evaluate the needs for, and monitor the training and development of, directors;
- 5.9 develop the procedures for the performance evaluation of the Board committees:
- (a) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - (b) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable; and
 - (c) review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes.

- 5.10 review and recommend to the Board on any revisions to the diversity policy, as appropriate, review the measurable objectives that the Board has set for implementing the diversity policy to ensure its effectiveness as well as disclosing the diversity policy or a summary of such policy in the corporate governance report annually.
- 5.11 conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the GEM Listing Rules or applicable law; and
- 5.12 ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his/her duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

6. Authorities

- 6.1 The Committee is provided by the Board with sufficient resources to perform its duties including authorisation to obtain legal or other independent professional advices from outsiders at the Company's expenses.
- 6.2 The Committee is authorised by the Board to deal with matters within the terms of reference and has the authority to obtain relevant information from employees and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

7. Others

- 7.1 This Terms of Reference has been prepared bilingually in English and Chinese, and both versions have equal status and same effect.