



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: 08178)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

(Adopted by the Company on 23 December 2022 in replacement of the terms of reference of the Committee adopted 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 Chairman of the Board or an INED) to conduct the meeting.

2. Secretary of Nomination Committee

- 2.1 The company secretary of the Company shall be the secretary of the Nomination Committee (the “Secretary”).
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the Secretary.

3. Meetings and Proceedings

- 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 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 The Chairman may request the proposed director to attend Committee meeting if he considers necessary.

- 3.4 Meetings of the Committee may be held either in person, by telephone or through electronic means of communication as the members may agree.
- 3.5 Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provision of the articles of association of the Company for regulating the proceedings of meetings of the Board *mutatis mutandis*.

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.
- 4.2 Resolutions of the Nomination Committee shall be passed with a simple majority of votes.
- 4.3 A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee.
- 4.4 Minutes of the Nomination Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Nomination Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting. Once the minutes are agreed, the Secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

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, update and implement, as appropriate, the nomination 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; and 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 but not limited to 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 consider such other matters as the Board may from time to time determine.

6. Authorities

6.1 The Committee is provided by the Board with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

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.

6.3 The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code as contained in Appendix 15 to the GEM Listing Rules (as amended from time to time).

6.4 The Committee is authorized by the Board to seek any information it requires from the management of the Company in order to perform its duties.

7. Reporting

7.1 The Committee has to report to the Board after each meeting on its decisions or recommendations.

7.2 At the next meeting of the board following a meeting of the Committee, the Chairman shall report recommendations on nomination to the Board. Such recommendations shall be supported by resume of the individuals concerned. The Secretary shall also circulate minutes of meetings, reports and/or written resolutions (if any) of the Committee to all members of the board.

8. Amendment

8.1 Subject to the compliance with the articles of association of the Company and the GEM Listing Rules, any amendment to these terms of reference shall be authorized by the Board.

9. Publication

9.1 The Committee shall make available these terms of reference by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

10. Others

10.1 If there is any inconsistency between English and Chinese version of this term of reference, the English version shall prevail.