CCIDConsulting

賽迪顧問股份有限公司

CCID CONSULTING COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock code: 02176)

www.ccidconsulting.com

Terms of Reference for the Nomination Committee of the Board

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to standardise the selection and appointment of Directors and senior management personnel of CCID Consulting Company Limited (the "**Company**"), to optimise the composition of members of the Board of Directors (the "**Board**") and to improve the corporate governance structure of the Company, the Nomination Committee of the Board of the Company is established in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Articles of Association of CCID Consulting Company Limited (the "**Articles of Association**") and other relevant regulations with the following Terms of Reference.

Article 2 The Nomination Committee is a specific working body established by the Board. The Committee is responsible for discussing candidates, selection criteria and procedures of directors and senior management personnel of the Company and making recommendations to the Board.

Article 3 Directors and senior management personnel addressed in the Terms of Reference are as follows:

(i) directors: Executive Directors, Non-executive Directors and Independent Non-executive Directors of the Company;

(ii) senior management personnel: Chief Executive Officer, Deputy General Manager, Chief Finance Officer, Secretary of the Board and Company Secretary of the Company;

(iii) other personnel that the Nomination Committee of the Board of the Company deems applicable.

CHAPTER 2 COMPOSITION

Article 4 The Nomination Committee shall consist of at least three members. The majority of Nomination Committee members shall be independent non-executive directors of the Company. Members of the Nomination Committee shall be selected and removed by the affirmative votes of more than half of all directors.

Article 5 The Board shall appoint the chairman of the Nomination Committee, who shall be the chairman of the Board or an independent non-executive director, to preside over the works of the Committee; the chairman shall be nominated by the Nomination Committee members from among the members of the Committee and be selected and removed by the affirmative votes of more than half of its members.

When the chairman of the Committee is unable or unwilling to perform his/her duties, more than half of the members shall jointly nominate an Independent Non-executive Director to perform his/her duties.

Article 6 The Nomination Committee shall have a term of office consistent with that of the Board. If a member no longer occupies a position as a director of the Company during the term of office, he shall automatically lose his identity as a member.

A member of the Nomination Committee may submit a written resignation report to the Board of Directors before the expiration of his term of office. The report should provide necessary explanations on the reasons for resignation and matters that require the attention of the Board of Directors of the Company.

Upon the loss of qualification or the permission to resign as the Nomination Committee member, the vacancy shall be filled by the Board in accordance with the provisions of Article 4 to 5. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director.

Article 7 The Nomination Committee may appoint a working unit as the daily administrative body to take charge of daily communications and the organisation of meetings and the keeping of meeting minutes under the leadership of the Secretary of the Board of the Company. Members of the working unit do not have to be a member of the Nomination Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The main duties of the Nomination Committee are as follows:

(i) review the structure, size, composition and diversity (including without limitation, gender age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, to assist the board of directors in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(ii) to study the selection criteria and procedures of directors and senior management personnel and make recommendations to the Board;

(iii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

(iv) to assess the independence of independent non-executive directors;

(v) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the General Manager, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate;

(vi) support the Company in regularly evaluating the performance of the Board;

(vii) review the Board Diversity Policy, as appropriate; 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;

(viii) other duties prescribed by relevant laws, administrative regulations, the Listing Rules and the Articles of Association, and other matters delegated by the Board.

Article 9 The Nomination Committee is accountable to the Board, and the proposals of the Committee shall be submitted to the Board for consideration and decision making. Any controlling shareholder shall fully respect the recommendations of the Nomination Committee provided that there is no good reason or reliable evidence to indicate any other course of action; otherwise, he shall not propose alternative candidates for the positions of directors and senior management personnel.

Article 10 The Company shall provide members with the working conditions necessary for the performance of their duties. The Secretary of the Board of the Company shall provide assistance to the members in the performance of their duties, including but not limited to briefing, providing materials, coordinating relevant departments, preparing meetings of the Nomination Committee and assisting with the implementation of the resolutions made by the Nomination Committee.

The Nomination Committee is authorised to obtain any information required from the Company in accordance with the Terms of Reference of the Committee. The Company's personnel concerned shall actively cooperate with members of the Committee in the exercise of their authority and shall not withhold their cooperation, engage in obstruction or concealment, or interfere with the exercise of such authority.

Article 11 Members shall not obtain additional, undisclosed interests from the Company and its major shareholders or interested bodies and personnel except in the case of remuneration and allowances they have received as the Company's directors or independent directors, as determined by the general meeting of shareholders in accordance with relevant laws, regulations, and the Articles of Association.

Article 12 The Nomination Committee authorised by the Board may, in accordance with needs, seek a third party to provide independent professional advice regarding its decisions and the expenses so incurred shall be borne by the Company.

CHAPTER 4 DECISION MAKING PROCEDURES

Article 13 The nomination procedures for directors and senior management personnel of the Company are as follows:

(i) a person or an organisation that has the right to nominate directors shall propose the suggested list of directors of the Company. The proposal shall be submitted to the Board for consideration and decision making after a review by the Nomination Committee and then submitted to the shareholders' meeting for consideration and decision making;

(ii) the Chief Executive Director of the Company and the Secretary of the Board shall be nominated by the chairman of the Board. The nomination shall be submitted to the Board for consideration and decision making after a review by the Nomination Committee;

(iii) other senior management personnel of the Company shall be nominated by the Chief Executive Director of the Company. The nomination shall be submitted to the Board for consideration and decision making after a review by the Nomination Committee;

(iv) the Nomination Committee has the right to make recommendations concerning the election and appointment of directors and senior management personnel.

Article 14 The Nomination Committee shall study the selection criteria, selection procedures and term of office of directors and senior management personnel as required by the relevant laws and regulations and the Articles of Association by taking the Company's situation into account, and prepare and implement resolutions of which a record is to be kept and which are to be submitted to the Board for approval.

Article 15 The review procedures with regard to candidates for the positions of directors and senior management personnel are as follows:

(i) to gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidate by requiring the relevant departments to provide and present such information in writing;

(ii) to seek the nominee's consent to nomination, without which the nominee shall not be a candidate for director or senior management personnel;

(iii) to convene a Nomination Committee meeting to screen the qualifications of the candidate against the criteria for directors and senior management personnel and to specify suggestions and recommendations concerning the selection and appointment in the form of a proposal;

(iv) to make proposals to the Board regarding the candidates for the positions of directors and senior management personnel and submit the relevant information to the Board prior to the election of new directors and the appointment of new senior management personnel;

(v) to carry out other related work in accordance with the decisions of and feedback from the Board.

CHAPTER 5 CONVENING AND NOTIFICATION OF MEETINGS

Article 16 The Nomination Committee shall convene a meeting in accordance with operational needs and notify all members of the Committee five (5) days prior to the meeting. The chairman of the Nomination Committee or, if he is absent, another member (independent director) assigned by the chairman shall chair the meeting.

The Committee Chair or more than half of the Committee members may propose to hold an extraordinary meeting upon a proposal. The convening of an extraordinary meeting is not subject to the above-mentioned notice period.

Article 17 The notice of meeting of the Nomination Committee shall include the following contents:

(i) date and place of the meeting;

(ii) duration of the meeting;

(iii) reasons and issues;

(iv) date of notice.

Article 18 The notice of meeting shall be sent in the forms of faxes, letters, e-mails or other means.

CHAPTER 6 RULES OF PROCEDURE AND VOTING

Article 19 Two thirds of the members are required to form the quorum of a Nomination Committee meeting. Members may attend the Nomination Committee meeting in person or delegate other members to attend on their behalf. Members shall attend the meeting with a serious and responsible attitude and shall express a clear opinion on the matters discussed.

Article 20 If a member delegates another member to attend the meeting and exercise voting rights, he shall submit a power of attorney. The power of attorney shall record the name of the agent, matters concerning the agent, the scope of authorisation and the expiry date, and shall be signed or stamped by the appointer and submitted to the presider of the meeting no later than the time when voting takes place in the meeting.

Article 21 If a member neither attends the meeting nor delegates another member to attend on his behalf, he shall be deemed to have waived the right to vote in that meeting.

Article 22 The Nomination Committee meeting shall be presided over by the chairman of the Committee and, where he is unable to attend the meeting, he may appoint another member to preside over the meeting.

Article 23 When the Nomination Committee votes, each member shall be entitled to one vote, and the voting is divided into three opinions: "for", "against" and "abstention"; resolutions of a meeting must be adopted by the affirmative votes of more than half of its members. All resolutions and advice of the Committee shall be signed by all of its members present at the meeting. If voting is conducted by communication or by a show of hands, the signatures of the members on the meeting resolution shall be deemed as their attendance at the meeting and agreement with the content of the resolution.

Article 24 Resolutions of the Nomination Committee meeting shall be passed by a show of hands, by poll or by way of correspondence; a meeting may also be convened at which votes may be cast by telephone, video, fax, letter and email. Provided that the attending member is in communication with the meeting, he shall be deemed the presence of the meeting.

Article 25 Directors, supervisors and other senior management personnel of the Company may be invited to attend the Nomination Committee meetings, if necessary. However, non-Nomination Committee members do not have voting rights.

Article 26 The Committee may, if necessary, engage an intermediary agency to provide professional advice on its decisions and the expenses so incurred shall be borne by the Company.

Article 27 When the Nomination Committee meeting discusses a topic which raises issues with regard to members' interests, they shall abstain from voting on such topics, and the number of votes they represent shall not be included in the total number of effective votes. If no effective review opinion can be formed due to the abstention of a member of the Nomination Committee, the relevant matters shall be directly reviewed by the Board of Directors.

Minutes and resolutions of the Nomination Committee meetings shall clearly state the fact that interested members are not counted in the quorum and that they do not vote.

CHAPTER 7 RESOLUTIONS AND MINUTES OF MEETINGS

Article 28 Minutes of the meetings of the Nomination Committee shall be drafted and shall be signed by the members who attended the meetings and the person who drafted the minutes. Members who attend the meetings have the right to request a descriptive record of their speeches at the meetings in the minutes.

Article 29 Minutes of the meetings of the Nomination Committee shall include the following contents:

(i) date, place and convener of the meeting;

(ii) names of members present at the meeting, those attendees who are proxies should be specified;

(iii) agenda;

(iv) main points of speeches of attending members;

(v) pool method and results for each resolution (the results of a pool shall clearly state the votes of affirmatives, negatives and abstentions).

Article 30 Archives of a meeting held by the Nomination Committee, including meeting notices, meeting materials, letters of authorisation of members on behalf of attendants, votes, and minutes and resolutions of a meeting confirmed by the signature of attending members, shall be kept by the Secretary of the Board.

Article 31 Any resolution passed or the results of a poll taken at a meeting of the Nomination Committee shall be reported in writing to the Board by the chairman of the Nomination Committee or the Secretary of the Board within two (2) days of a resolution having been passed.

Article 32 All members present at a meeting shall be obliged to keep confidential all matters discussed at the meeting and shall not disclose such information without authorisation.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 33 The Terms of Reference shall take effect from the date of review and approval by the Board of the Company.

Article 34 Any matters not covered by the Terms of Reference shall be implemented in accordance with relevant laws and regulations of the Company Law and the Listing Rules and the Company's Articles of Association. Where there is a conflict between the Terms of Reference and future laws and regulations to be promulgated by the State or the Company's Articles of Association as amended in accordance with legitimate procedures, the Terms of Reference shall be implemented in accordance with relevant laws and regulations of the State and the Company's Articles of Association and corresponding amendments to the Terms of Reference must be submitted to the Board for consideration and approval in a timely manner.

Article 35 The Terms of Reference shall be construed by the Board of the Company.