芯成科技
－SINO ICT－

SINO ICT HOLDINGS LIMITED

芯成科技控股有限公司

（Incorporated in Bermuda with limited liability）

（Stock Code: 00365）

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Chapter 1 General Provision

Rule 1 The terms of reference (the "Terms") are formulated for the nomination committee (the "Committee") of the board of directors (the "Board") establish by Sino ICT Holdings Limited (the "Company") in accordance with the Bermuda Companies Act 1981, the Securities and Futures Ordinance, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the appendix C1 of the Listing Rules the bye-laws of the Company (the "Bye-laws") and other relevant regulation, in order to optimize the composition of the Board and the corporate governance structure of the Company.

Rule 2 The Committee is a body specifically set up under the Listing Rules by the Board, mainly responsible for the evaluation and appointment of new directors through a formal, considered and transparent procedure.

Chapter 2 Composition

Rule 3 The Committee shall consist of at least three directors, with a majority of members being independent non-executive directors.

Rule 4 Member of the Committee (the "Member(s)") shall be nominated by the chairman of the Board or one-third or more of all directors and shall be elected by the Board.

Rule 5 The Committee shall have a chairman who shall be an independent non-executive director or the chairman of the Board. The chairman of the Committee shall be responsible for leading the work of the Committee. The chairman of the Committee (if he/she is an independent non-executive director) shall be elected from the Members and be reported to the Board for approval.

Rule 6 If any Member resigns from the position of director of the Company, he/she shall automatically lose his/her position as a Member, and the vacancy shall be filled by the Board pursuant to Rules 3 to 5 thereof.

Rule 7 The secretary of the Committee shall be appointed by the company secretary of the Company.

Rule 8 The Committee must have at least one director of a different gender.

Chapter 3 Duties and Authorities

Rule 9 The main duties of the Committee shall include:

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;

2) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

3) assess the independence of independent non-executive directors;

4) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;

5) to set up and review the policy concerning diversity of board members and to review the measurable objectives that the Board has set for implementing the diversity policy, and the progress on achieving the objectives; and

6) support the company in regularly evaluating the performance of the Board.

Chapter 4 Decision-Making Process

Rule 10 The Board shall ensure that the Committee's access to the information below, and provide necessary assistance to ensure the Committee has sufficient resources to perform its obligation:

1) the requirement for proposed directors in order to complement the Company's corporate strategy; and

2) the educational background and professional experience of proposed directors.

Rule 11 The Committee shall report to the Board with respect to its decisions and recommendations on the appointment or re-appointment director through consideration of the criteria listed in Rule 9.

Chapter 5 Rules of Procedure

Rule 12 At least two meetings shall be convened by the Committee per year, and a notice shall be given to all Members seven days before the date of the meeting. The chairman of the Committee shall preside over the meeting. In case the chairman fails to attend the meeting, he/she may appoint another independent non-executive director in the Committee to preside over the meeting.

Rule 13 Two-thirds of the Members are required to form the quorum of a meeting of the Committee. Each Member shall be entitled to one vote; a resolution of a meeting must be adopted by the affirmative votes of more than half of the Members.

Rule 14 Resolutions at the meeting of the Committee shall be passed by a show of hands or by poll. In a temporary meeting, votes may also be taken by communication.

Rule 15 Where necessary, directors, supervisors and senior management of the Company may be invited to the meeting.

Rule 16 Where necessary, the Committee may appoint intermediary agencies to provide professional advice for its decision-making and expenses incurred shall be borne by the Company.

Rule 17 The Member concerned shall withdraw whenever the Committee discusses the relevant member in the meeting.

Rule 18 The procedure for convening a meeting, the method of voting and the resolutions passed at a meeting of the Committee shall comply with the provisions of the relevant laws, regulations, the Bye-laws and the Terms.

Rule 19 The Committee shall keep minutes of the meeting. Minutes of the meeting of the Committee

shall record in sufficient detail the matter considered at the meeting of the Committee, including any doubts raised or dissenting opinions expressed by the Members. after a meeting is concluded, the secretary of the meeting shall send the draft and final minutes to all the members in succession within a reasonable period upon conclusion of the meeting; wherein, the draft minutes are intended to be provided to the Members for their comments and the final minutes are kept for record.

Rule 20 Any resolution passed or the results of a poll taken at a meeting of the Committee shall be reported in writing to the Board of the Company.

Rule 21 All Members present at a meeting shall be obligated to keep confidential all matters discussed at the meeting and shall not disclose such information without authorisation.

Chapter 6 Supplementary Provisions

Rule 22 The Terms should come into effect on the date of approval by the Board.

Rule 23 Any matters not specified in the Terms or any rules not in compliance with relevant laws, regulations, or regulatory documents released by the Stock Exchange of Hong Kong Limited, the relevant laws, regulations or regulatory documents shall prevail.

Rule 24 The Terms and their revision shall take effect upon approval by resolution of the Board.

Rule 25 The Board reserves the right of interpretation of the Terms.