

Computime Group Limited
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)
金寶通集團有限公司*
(「本公司」)
(於開曼群島註冊成立的有限公司)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE
提名委員會的職權範圍

1. MEMBERSHIP 成員

- 1.1 Members of the Nomination Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of the Company.
提名委員會（「**委員會**」）的成員須由本公司董事會（「**董事會**」）委任。
- 1.2 The majority of the members of the Committee shall be independent non-executive directors.
委員會的大部份成員須為獨立非執行董事。

2. CHAIRMAN 主席

- 2.1 The chairman of the Committee shall be appointed by the Board and shall either be the Chairman of the Board or an independent non-executive director.
委員會的主席須由董事會委任，並須由董事會主席或獨立非執行董事擔任。

3. SECRETARY 秘書

- 3.1 The secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present at the meeting of the Committee shall attend the meeting of the Committee and take minutes.
委員會的秘書由本公司秘書（「**公司秘書**」）出任。公司秘書（如其未能出席，則其委派的代表或由委員會在會議上委任的人士）應出席委員會會議及為會議作記錄。

** for identification purposes only 僅供識別*

4. PROCEEDINGS OF THE COMMITTEE MEETINGS 委員會會議的程序

4.1 Quorum and Voting 法定人數及投票

4.1.1 The quorum for meetings of the Committee shall be any two members, at least one of whom shall be an independent non-executive director.

委員會會議的開會法定人數為任何兩名成員，最少一位出席的成員須為獨立非執行董事。

4.1.2 Questions arising at meetings of the Committee shall be determined by a majority of votes.

委員會會議上提出的問題必須由大多數投票通過。

4.2 Frequency of meetings 會議次數

4.2.1 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

委員會應每年召開至少一次定期會議。委員會亦可在有需要時召開額外會議。

4.3 Attendance at meetings 出席會議

4.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

委員會成員可親自出席委員會會議，或透過其他電子溝通方式或由成員協定的其他方式參與會議。

4.3.2 Where appropriate or required, other directors, representative(s) of human resources department, relevant senior management and persons(s) invited by a Committee member may attend meetings of the Committee.

在合適或需要的情況下，其他董事、人力資源部的代表、相關高級管理人員及由委員會成員邀請的人士可出席委員會會議。

4.4 Notice of meetings 會議通告

4.4.1 A meeting of the Committee may be convened by any of its members or by the Company Secretary.

委員會會議可由其任何一位成員或公司秘書召開。

4.4.2 Unless otherwise agreed by all the members of the Committee, notice of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

除非委員會全體成員另作協議，否則委員會定期會議的通知應最遲在會議舉行日期前 14 天發出。至於其他委員會會議，應發出合理通知。

- 4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

會議議程及全部相關會議文件應最遲在會議舉行日期前 3 天(或由成員協定的其他時限)送交委員會全體成員及(如適合)其他出席會議人士。

4.5 Minutes of meetings 會議紀錄

- 4.5.1 The secretary of a Committee meeting shall record in sufficient detail the matters considered by the Committee and decisions reached.

委員會會議的秘書應對委員會在會議上所考慮事項及達致的決議作足夠詳細的記錄。

- 4.5.2 Draft version of minutes of a Committee meeting shall be sent to all Committee members for their comment within a reasonable time after the meeting is held. Final version of the minutes shall be sent to all members of the Board as soon as practicable.

委員會會議紀錄的初稿應在會議後一段合理時間內發送予委員會全體成員，供成員表達意見。會議紀錄的最終稿應盡快發送予董事會全體成員。

- 4.5.3 Minutes of meetings of the Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

委員會的完整會議紀錄應由公司秘書保存，若有委員會或董事會成員發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。

4.6 Written resolutions 書面決議案

- 4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

在不影響香港聯合交易所有限公司證券上市規則(「《**上市規則**》」)的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。

5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

委員會的責任及職權

- 5.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

委員會的責任及職權應包括載列於《上市規則》附錄 14《企業管治守則》(不時作出修訂)之相關守則條文內的責任及職權。

- 5.2 The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. 董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，以滿足其任何要求。
- 5.3 The Committee should consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the selection and appointment of directors. 委員會應就有關董事的挑選及委任建議諮詢董事會主席及／或行政總裁。
- 5.4 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
在不影響《企業管治守則》的任何規定下，委員會的職責包括以下各項：
- (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.
至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。
 - (b) To determine the procedures, process and criteria for identifying and assessing the qualifications of and evaluating candidates for directorships.
就委任董事事宜，制定有關挑選及審查資格以及評估的程序、過程及標準。
 - (c) 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.
物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。
 - (d) To assess the independence of independent non-executive directors.
評核獨立非執行董事的獨立性。
 - (e) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer.
就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議。
- 5.5 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice, if necessary, at the expense of the Company.
委員會應獲提供充足資源以履行其職責，及在有需要時可尋求獨立專業意見，費用由本公司支付。

- 5.6 All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

委員會的所有成員均可聯絡公司秘書尋求其意見及獲取其服務，成員亦可個別聯絡本公司的高級管理人員以獲取所需資料。

6. REPORTING RESPONSIBILITIES 匯報責任

- 6.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail

註： 如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。