

**Computer And Technologies Holdings Limited (the “Company”)
Nomination Committee Terms of Reference
Revised and adopted by the Board on 30 August, 2013**

1 Constitution

The board of directors of the Company (the “**Board**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with the authority, responsibility, and specific duties as described below.

2 Membership

- a) The Nomination Committee shall be appointed by the Board and shall consist of not less than two members comprising non-executive directors.
- b) The members of the Nomination Committee (the “**Members**”) shall appoint its chairman (the “**Chairman**”) who must be an independent non-executive director (the “**INED**”). A quorum shall be two Members.
- c) Each Member shall disclose to the Nomination Committee:
 - (i) any personal financial interest, other than as a shareholder of the Company (the “**Shareholder**”), in any matter to be decided by the Nomination Committee; or
 - (ii) any potential conflict of interest arising from a cross-directorship;

Where any resolution to be considered by the Committee involves the above interests, such member shall abstain from voting, shall not participate in any discussion on such resolution, and shall (at the request of the Board of Directors) withdraw from the Nomination Committee.

3 Responsibility

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

4 Authority

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorised by the Board to obtain legal or other independent professional advice as necessary, at the Company’s expense, to assist the Nomination Committee and shall be provided with sufficient resources by the Company to perform its duties.

5 Duties

- a) The duties of the Nomination Committee include:
- (i) to review the structure, size and composition (including gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (ii) 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. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity of the Board;
 - (iii) to review the Board Diversity Policy, as appropriate; and review the measureable objectives that the Board has set for implementing the Board Diversity Policy, and monitor the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
 - (iv) to assess the independence of independent non-executive directors and to ensure at least one-third of the Board should be INEDs;
 - (v) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer; and
 - (vi) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

6 Frequency and proceedings of Meetings

- a) Meetings shall be held as and when appropriate, but at least annually.
- b) Unless agreed by all the Members, the notice period for convening a Committee meeting shall not be less than seven clear days (including non-working days).
- c) Any of the Members can convene a meeting by giving to the Committee Secretary a notice. Upon receipt of such notice, the Committee Secretary shall notify all other Members about the meeting.
- d) The Member or the Committee Secretary convening a meeting shall provide to other Members about the purposes of the meeting, the time, venue and agenda of the meeting and shall apply to each of them all relevant documents of the meeting.
- e) Notices referred to the above may be given in writing (by letter, facsimile, email or telex) or orally.

- f) Each Member present in a meeting shall have one vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution is equal, the Chairman shall have a casting vote.

7 Attendance

- a) As necessary or desirable, the Chairman may request that the Group's executive directors, senior management, external and internal auditors and/or other relevant person(s) be present at meetings of the Nomination Committee. Other directors of the Board shall also have the right of attendance.
- b) The quorum of a meeting shall be two Members (excluding the Committee Secretary), at least one of whom should be an INED.
- c) Meetings can be held by way of telephone conference or similar communications equipment whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision shall be deemed to be present in person at such meeting.
- d) If within thirty minutes from the time appointed for a meeting, a quorum is not reached, upon majority agreement by the members who present, the meeting shall stand adjourned. The Committee Secretary or any Member can issue the notice for the adjourned meeting.

8 Secretary

The Chairman shall appoint its Committee Secretary (the "**Committee Secretary**").

9 Minutes and written resolutions

- a) Full minutes of the Nomination Committee meetings shall be kept by the Committee Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records within a reasonable time after the meeting.
- b) The Committee Secretary shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.
- c) A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

10 Annual general meeting

The Chairman shall, as far as practicable, attend the annual general meeting of the Company and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

11 Terms available

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.