



## **PROSTEN TECHNOLOGY HOLDINGS LIMITED**

**長達科技控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8026)**

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE “COMMITTEE”)**

*(Adopted by the Company pursuant to the Board resolution passed on 29 March 2012)*

#### **1. Membership**

- 1.1 Members (“Members”) of the Committee shall be appointed by the board (“Board”) of directors (“Directors”) of the Company.
- 1.2 The majority of the Members of the Committee shall be independent non-executive Directors (“INEDs”).
- 1.3 The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

#### **2. Secretary**

- 2.1 The company secretary shall be the secretary of the Committee. In the absence of the company secretary, 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.

#### **3. Meetings**

- 3.1 The Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.
- 3.3 The quorum of the Committee shall be any two Members.

\* *For identification purpose only*

- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of communicating with each other simultaneously and instantaneously.
- 3.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

#### **4. Attendance at Meetings**

- 4.1 At the invitation of the Committee, the chief executive officer, external advisers and other persons may attend all or part of any meetings.
- 4.2 Only Members of the Committee are entitled to vote at the meetings.

#### **5. Annual General Meeting**

- 5.1 The chairman of the Committee or in his absence, another Member of the Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

#### **6. Responsibility, Powers and Discretion**

The Committee shall have the following responsibilities, powers and discretion:

- 6.1 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;
- 6.2 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;
- 6.3 to assess the independence of INEDs;
- 6.4 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

- 6.5 where the Board proposes a resolution to elect an individual as an INED at a general meeting, the Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reason why they consider him/her to be independent.

## **7. Reporting Responsibilities**

- 7.1 The Committee shall report 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).

## **8. Authority**

- 8.1 The Committee is authorised by the Board where necessary to have access to independent professional advice.

*Note: Arrangement to seek independent professional advice could be made through Company Secretary.*

- 8.2 The Committee shall be provided with sufficient resources to perform its duties.

## **9. Publication of the Terms of Reference**

- 9.1 The terms of reference was posted on the website of the Company and The Stock Exchange of Hong Kong Limited. A copy of the terms of reference will be made available to any person without charge upon request.

*Note : If there is any inconsistency between the English and Chinese versions of the terms of reference, the English version shall prevail.*