

PINE TECHNOLOGY HOLDINGS LIMITED

松景科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 1079)

(“Company”)

Terms of Reference of Nomination Committee (“Committee”)

A. Constitution

The Committee was established pursuant to a resolution passed by the board of directors (the “Board”) of the Company at a meeting held on 29 March 2012 and adopted the amendment by a resolution passed by the Board on 30 August 2013.

B. The Committee

1. Membership

1.1 Members of the Committee (“Members”) shall be appointed by the Board from amongst the executive and non-executive directors of the Company and shall consist of not less than two Members, a majority of whom shall be independent non-executive directors (“INED”).

1.2 The Chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

1.3 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.

1.4 The appointment of the Members and secretary of the Committee may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board.

2. Proceedings of the Committee

2.1 Meetings

2.1.1 Unless otherwise agreed by all the Members, a meeting of the Committee shall be called with at least seven days 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.

2.1.2 On the request of the Committee Chairman, the secretary to the Committee shall at any time summon a meeting of the Committee.

** for identification purposes only*

2.2 Quorum

2.2.1 The quorum of the Committee meeting shall be two Members.

2.3 Attendance of meetings by non-members

2.3.1 Other directors of the Company or any other persons may be invited to attend all or part of any meetings.

2.4 Frequency of meetings

2.4.1 The Committee shall meet at least once every year. Additional meetings may be held as and when required.

3. Resolutions

3.1 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. Meetings of the Committee may be held in person, by telephone or by tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants.

3.2 A resolution in writing signed by all the Members shall be deemed as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. Authority

4.1 The Committee should consult the chairman of the Board and/or the chief executive about any proposals on changes to the Board and seek independent professional advice, if necessary, to perform its duties.

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

5. Duties

The duties of the Committee shall be:

5.1 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 issuer's corporate strategy;

5.2 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;

5.3 to assess the independence of independent non-executive directors;

5.4 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;

- 5.5 to review the Board Diversity Policy, as appropriate; and to review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and to make disclosure of its review results in the Corporate Governance Report annually;
- 5.6 In carrying out its responsibilities, the Committee should give adequate consideration to the principles under A.3 and A.4 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules; and

Annual general meeting

- 5.7 The Chairman of the Committee or in his/her absence, another Member or failing this his/her duly appointed delegate, shall attend the Company's annual general meeting and answer questions on behalf of the Committee put forth to him/her.

6 Reporting procedures

- 6.1 The secretary to the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all Members of the Board upon request.

7. Continuing application of the bye-laws of the Company

- 7.1 The bye-laws of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and not inconsistent with the provisions of these Regulations shall apply to regulate the meetings and proceedings of the Committee.

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