

**TERMS OF REFERENCE OF THE
NOMINATION COMMITTEE OF
VITAL MOBILE HOLDINGS LIMITED**
維太移動控股有限公司
(the “Company”)

1. Composition

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (the “Board”) of the Company. The Nomination Committee shall comprise a minimum of three directors and headed by the chairman of the Board or an independent non-executive director. The majority of the Nomination Committee members shall be independent non-executive directors.
- 1.2 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive directors or one-third or above of all directors, and shall be appointed by the Board.
- 1.3 The term of office of the Nomination Committee shall be concurrent with that of the Board. A member of the Nomination Committee may serve further terms if re-elected upon conclusion of his/her current term. If any member ceases to be a director of the Company during his/her term of office, he/she shall automatically cease to be a member of the Nomination Committee. The vacancy shall be filled by the Nomination Committee in accordance with Articles 1.1 to 1.2 above.

2. Duties and Powers

- 2.1 The primary duties and powers of the Nomination Committee shall include the following:
 - (a) to make recommendations to the Board in relation to the size and composition of the Board based on the status of operation, asset size and shareholding structure of the Company;
 - (b) to review, at least annually, the framework, size and composition (in terms of, among other things, skills, knowledge and experience), and make recommendations in respect of proposed changes to the Board to complement the Company’s corporate strategy;
 - (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals to be nominated for directorship;
 - (d) to assess the independence of independent non-executive directors;
 - (e) to 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;
 - (f) to conduct any other matters delegated by the Board of the Company;
 - (g) to review the Board Diversity Policy, as appropriate;

- (h) to exercise such other powers, authorities and discretions, and perform such other duties, of the directors in relation to the nomination or directors as the Board may from time to time delegate to it, having regard to the Corporate Governance Code (the “Code”) of the Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”); and
- (i) in exercising its power, authorities and discretions and performing its duties, the Nomination Committee shall take full account of the Code and the Listing Rules.

3. Procedures for Decision-making

- 3.1 The Nomination Committee shall consider the criteria for appointment, selection procedures and length of office of the Company’s directors, in accordance with provisions of pertinent laws and regulations and the Articles of Association and taking into consideration the actual conditions of the Company and arrive at a resolution to be filed and submitted to the Board for approval, after which such resolution shall be implemented accordingly.
- 3.2 Procedures for the selection and appointment of directors:
 - (a) The Nomination Committee shall proactively communicate with relevant departments of the Company to consider the Company’s requirements for new directors and produce relevant documentation;
 - (b) The Nomination Committee may conduct an extensive search for candidates to be nominated for directorship at the Company, its subsidiaries and associates and the open market for recruitment;
 - (c) The Nomination Committee shall collect information on the profession, academic qualifications, titles and detailed working experience and produce relevant documentation;
 - (d) The Nomination Committee shall not put forth the name of a proposed candidate for nomination as director unless his/her consent for such nomination has been obtained;
 - (e) The Nomination Committee shall convene a meeting to review the qualifications of the proposed candidates based on the criteria for appointment of directors;
 - (f) The Nomination Committee shall submit to the Board its recommendations and relevant information on candidates for directorship prior to the election of new directors; and
 - (g) The Nomination Committee shall conduct other follow-up work according to the decision and feedback of the Board.

4. Rules of Proceedings

- 4.1 The Nomination Committee shall meet at least annually. The attendance of the majority of the members of the Nomination Committee shall be required to form the quorum for a meeting. Each member shall have one vote and any resolution of the meeting shall be passed by more than one half of all members. In case of a tie in votes, the chairman conducting the proceedings of the meeting may cast the deciding vote.
- 4.2 The meeting of the Nomination Committee may be convened by any one of its members or the company secretary.
- 4.3 The notice and agenda of a meeting shall be given to the Board/all members of the Nomination Committee at least seven (7) days prior to the meeting.
- 4.4 A member of the Nomination Committee may attend a meeting of the Nomination Committee in person, or participate in the meeting through other electronic communication means or other manners agreed by the members.
- 4.5 A resolution in writing signed by all members of the Nomination Committee then incumbent, albeit respectively at different times and locations, shall be equally valid and carry the same effect as a resolution duly passed at a duly convened and held meeting of the Nomination Committee.
- 4.6 Where necessary, the Nomination Committee may also invite directors and other senior management members of the Company to attend the meeting.
- 4.7 If a member of the Nomination Committee is interested in any way, directly or indirectly, in the contracts entered into or contracts or arrangements proposed to be entered into by the Company, he/she must declare the nature of his/her interests at the meeting of the Nomination Committee.
- 4.8 If a member of the Nomination Committee has material personal interests, whether directly or indirectly, in the contracts entered into or contracts or arrangements proposed to be entered into by the Company, he/she shall abstain from voting in respect thereof, otherwise his/her vote shall not be counted towards the total number of votes.
- 4.9 A member of the Nomination Committee shall abstain from voting in respect of any resolution pertaining to the assessment of his/her performance or the renomination of him/her as director.
- 4.10 The Company shall provide sufficient resources to the Nomination Committee to facilitate the performance of its duties. Where necessary, the Nomination Committee may engage agencies at the cost of the Company to provide professional advice in relation to its decisions.
- 4.11 The company secretary shall act as the secretary to the Nomination Committee. The company secretary (or the representative appointed by the company secretary or the person appointed by the Nomination Committee at the meeting if the company secretary is unable to attend) shall attend the meeting of the Nomination Committee and take minutes for the meeting.

- 4.12 The Nomination Committee shall cause all agenda and minutes of meetings of the Nomination Committee to be included in the meeting minutes of the Company, and such meeting minutes shall be signed by the chairman of the meeting at which such agenda is conducted or the chairman of the immediate next meeting.
- 4.13 The secretary to the Nomination Committee shall circulate the minutes and reports of the meetings of the Nomination Committee to all members of the Board for their review.

5. Miscellaneous

- 5.1 These terms of reference shall be implemented from the date on which they are approved by the Board of the Company by way of a resolution.

BOARD OF DIRECTORS
VITAL MOBILE HOLDINGS LIMITED
維太移動控股有限公司
30 December 2015

Effective as from 30 December 2015