



SiS Mobile Holdings Limited

新龍移動集團有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1362)

(the “Company”)

Terms of Reference of the Nomination Committee

Membership

1. The Nomination Committee shall be appointed by the Board and shall comprise not less than three (3) members, the majority of whom shall be independent non-executive directors. The members of the Committee shall be named in both Exchange’s website and the Company’s website.
2. The Board shall appoint the Nomination Committee chairman who should be Chairman of the Board or an independent non-executive director. In the absence of the Nomination Committee chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
3. The company secretary shall act as the secretary of the Nomination Committee.
4. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

** For identification purposes only*

Quorum

5. The quorum necessary for the transaction of business shall be three (3) and majority of whom shall be independent non-executive directors. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Frequency of Meetings

6. The Nomination Committee shall meet at least annually and at such other times as the chairman of the Committee shall require.

Authority

7. The Nomination Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties.
8. The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

9. The duties of the Nomination Committee shall be:-
 - (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;
 - (b) 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;
 - (c) to assess the independence of independent non-executive directors;and

- (d) 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.
- 10. The Nomination Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.
- 11. The Nomination Committee (or the Board) shall have a policy concerning diversity of Board members, and shall disclose the policy or a summary of the policy in the Corporate Governance Report.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.