



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 of directors of the Company (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 Nomination 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 the chairman of the Board or an independent non-executive director of the Company. In the absence of the Nomination Committee chairman and/or an appointed deputy, the remaining members present shall elect one of their member 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 Nomination 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/she should be elected and the reasons why they consider him/her to be independent.

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 Nomination 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 Nomination Committee.

** For identification purposes only*

Frequency of Meetings

6. The Nomination Committee shall meet at least annually, or at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) or other regulatory requirements applicable to the Company from time to time, or at such other times as the chairman of the Committee shall require.

Authority

7. The Nomination Committee is authorized by the Board to act within the scope of these terms of reference and 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 Nomination Committee shall seek independent professional advice, at the Company’s expense but subject to prior discussion with the Board on costs, 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 of the Board and the chief executives of the Company.
10. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting;
 - (a) the process under for identifying the individual and why the Board believes the individual should be elected and reason why it considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.

Reporting procedures

11. The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.
12. The secretary shall circulate the minutes of meetings of the Nomination Committee to all members of the Board
13. Full minutes of Nomination Committee meetings shall be kept by the company secretary. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

General

14. The Nomination Committee shall make available these 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.
15. The Nomination Committee (or the Board) shall have a policy concerning diversity of Board members and a policy concerning the nomination of directors of the Company, and shall disclose the policy or a summary of the policies in the corporate governance report of the Company.
16. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules

With effect on 1 January 2019

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.