

*This document has been translated into Chinese. In case of discrepancies between the English version and the Chinese version, the English version shall prevail.*

# I.T I.T LIMITED

*(Incorporated in Bermuda with limited liability)*  
*(the “Company”)*  
**(Stock Code: 999)**

## **Terms of Reference – Nomination Committee**

Reference to “the Committee” shall mean the Nomination Committee.

Reference to “the Board” shall mean the Board of Directors.

### **1. Membership**

- 1.1 Members of the Committee shall be appointed by the Board and shall be made up of at least three (3) members, majority of which should be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the head of human resources and external advisers may be invited to attend all or part of any meeting, as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three (3) years, which may be extended by the Board.
- 1.4 The board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their numbers to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

### **2. Secretary**

- 2.1 The company secretary or his/her nominee shall act as the secretary of the Committee.

### **3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two (2), at least one of whom must be an independent non-executive director. 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.

### **4. Frequency of Meetings**

- 4.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

### **5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Committee Chairman or at the request of the Chairman of the Board if they consider it necessary.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than three (3) working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

### **6. Minutes of Meetings**

- 6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board.

### **7. Annual General Meeting**

- 7.1 The Committee Chairman (or if he is not able to attend, his delegate who must be a member of the Committee) shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties**

- 8.1 The Committee is responsible for the following (as may from time to time be varied or supplemented by the Board):
  - 8.1.1 to review the Board's structure, size, composition and diversity against factors including but not limited to gender, age, nationality, cultural and educational background, professional experience, skills, knowledge, industry experience and length of service, at least annually and make recommendations on any proposed changes to the Board to complement the company's corporate strategy;
  - 8.1.2 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;
  - 8.1.3 to assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
  - 8.1.4 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 executive;
  - 8.1.5 to monitor the training and continuous professional development given to directors and senior management.
- 8.2 The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board.
- 8.3 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.4 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.5 The Committee shall compile a report of the Company's board diversity policy and on its activities for the Board to consider in the context of preparing the Company's annual report.

**9. Authority**

9.1 The Committee is authorized:

9.1.1 to seek any information it requires from any employee of the company in order to perform its duties.

9.1.2 to obtain, at the Company's expense, external independent legal or professional advice on any matters within its terms of reference.

**10. On-going Review of this Term of Reference**

The Committee and the Board shall review and update this Terms of Reference at least on an annual basis.

*Adopted in 2005  
Revised and Adopted on 19 March 2012  
Second Revision and Adopted on 28 August 2013*