



COMBA TELECOM SYSTEMS HOLDINGS LIMITED

京 信 通 信 系 統 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Hong Kong Stock Code: 2342)

(Singapore Stock Code: STC)

(the “Company”)

Nomination Committee

Terms of Reference

Constitution

1. The Company established a nomination committee (the “**Committee**”) on 8 February 2012 and adopted the terms of reference as set out herein in compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

Membership

2. The members of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.
3. The Committee must be chaired by the chairman of the Board or an independent non-executive Director and comprising a majority of independent non-executive Directors, with at least one member of a different gender.
4. The quorum of a Committee meeting shall be two members.

Secretary

5. The Committee may from time to time appoint any person with appropriate qualification and experience as the secretary of the Committee.

Meetings

6. The Committee shall meet at least once a year. A meeting shall be held in person, by telephone or other electronic means provided that all persons participating in the meeting are capable of hearing each other. Additional meetings shall also be held as the work of the Committee demands.

7. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the members of the Committee present.
8. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
9. Minutes shall be prepared and kept by the secretary of the Committee.

Authority

10. The Committee is authorised by the Board to seek independent professional advice, at the Company's expense, to perform its responsibilities when necessary.
11. The Committee shall report to the Board on a regular basis as the Board may direct.
12. The Committee shall be provided with sufficient resources to perform its duties.

Principles

13. The Committee shall give adequate consideration to the following principles in carrying out its responsibilities for reviewing the Board composition:
 - (a) The Board should have a balance of skills, and experience and diversity of perspectives appropriate to the requirements of the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient calibre and number for their views to carry weight.
 - (b) There should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.

Duties

14. The Committee should perform the following duties:

- (a) review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) 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) assess the independence of independent non-executive Directors having regard to the criteria under the Hong Kong Listing Rules;
- (d) 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;
- (e) support the regular evaluation of the performance of the Board;
- (f) review and assess each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively, taking into account the factors as required by the Hong Kong Listing Rules;
- (g) develop the diversity of Board members, and disclose the Board Diversity Policy or a summary of the Board Diversity Policy in the corporate governance report;
- (h) monitor the implementation and effectiveness of the Board Diversity Policy annually and review and update the objectives that the Board has set for implementing such policy and monitor the progress made;
- (i) do any such things or acts to enable the Committee to discharge its duties and functions conferred on it by the Board; and
- (j) conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the articles of association of the Company or imposed by relevant applicable legislation and regulations.

Nomination Policy

15. The provisions set out in the above paragraphs 14(a), 14(b) and 14(d) are regarded as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions constitute the “Nomination Policy” of the Company.

This terms of reference is in English and Chinese. In case of any inconsistency, the English version shall prevail.



COMBA TELECOM SYSTEMS HOLDINGS LIMITED

京 信 通 信 系 統 控 股 有 限 公 司

(於開曼群島註冊成立之有限公司)

(香港股份代號：2342)

(新加坡股份代號：STC)

(「本公司」)

提名委員會

職權範圍

組成

1. 本公司於二零一二年二月八日成立提名委員會（「**委員會**」），並根據香港聯合交易所有限公司證券上市規則（「**香港上市規則**」）的要求採納了本文所列的職權範圍。

成員

2. 委員會的成員須由本公司的董事（「**董事**」）會（「**董事會**」）委任。
3. 委員會主席須由董事會主席或獨立非執行董事擔任，成員須以獨立非執行董事佔大多數，並至少一名成員為不同性別的董事。
4. 委員會會議法定人數為兩位成員。

秘書

5. 委員會可不時委任具備適當資歷及經驗之任何人士擔任委員會秘書。

會議

6. 委員會須每年至少舉行一次會議。會議可親身出席、通過電話或其他電子媒體進行，只要參與會議的各方可互相聽到。若因工作需要，委員會亦應召開額外會議。

7. 於任何會議提呈之委員會決議案，須經由出席委員會會議之成員以大多數票通過。
8. 經由委員會全體成員簽署之書面決議案，其效力及作用與決議案於正式召開及舉行之委員會會議上通過無異。
9. 會議記錄須由委員會秘書編製及備存。

權力

10. 委員會獲董事會授權，履行其職責時可尋求獨立專業意見（如有需要），費用由本公司支付。
11. 按照董事會指示，委員會須定時向董事會匯報。
12. 委員會應獲提供足夠資源以履行其職責。

原則

13. 委員會履行其職責，檢討董事會組成時，須充分考慮下列原則：
 - (a) 董事會應具備適當所需技能、經驗及多元化的觀點與角度，以滿足本公司業務需求。董事會應確保其組成人員的變動不會帶來不適當的干擾。董事會中執行董事與非執行董事（包括獨立非執行董事）的組合應該保持均衡，以使董事會上有強大的獨立元素，能夠有效地作出獨立判斷。非執行董事應有足夠才幹和人數，以使其意見具有影響力。
 - (b) 新董事的委任程序應正式、經審慎考慮並具透明度，另本公司應設定有秩序的董事繼任計劃。所有董事須定期獲重選。本公司必須就任何董事辭任或遭罷免解釋原因。

職責

14. 委員會應履行以下職責：

- (a) 每年至少檢討一次董事會的架構、人數及組成（包括技能、知識、經驗及多元化），協助董事會編制董事會技能表，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 按香港上市規則要求評核獨立非執行董事的獨立性；
- (d) 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；
- (e) 支援定期評估董事會表現；
- (f) 根據香港上市規則的要求考慮有關的因素或情況，審核及評估每名董事對董事會投入的時間及貢獻以及能否有效履行職責；
- (g) 促進董事會成員多元化，並於企業管治報告內披露董事會成員多元化政策或該政策的概要；
- (h) 每年監察董事會成員多元化政策的實行及有效性，以及檢討及更新董事會為落實該政策而制定的目標，以及監察達成目標的進度；
- (i) 進行使委員會履行董事會賦予其職責及功能的任何事情；及
- (j) 符合董事會不時指定或本公司的組織章程細則不時所載又或適用有關法例及規例不時所規定的任何要求、指示及規則。

提名政策

15. 上述第14(a)、14(b)及14(d)條文屬本公司於提名董事時所考慮的主要元素及準則，並構成本公司的「提名政策」。

倘若本職權範圍的英文和中文版本不一致，應以英文版本為準。