



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 08076)

("Company")

Nomination Committee

Terms of Reference

1. Organization

The board ("**Board**") of the directors of the Company ("**Directors**") has resolved to set up a nomination committee of the Board ("**Committee**").

2. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding appointment and re-appointment of the Directors or any proposed change to the structure of the Board. The Committee is accountable to the Board.

3. Composition

3.1 The Committee shall comprise four Directors who are appointed or removed by the Board. If any member of the Committee ("**Member**") ceases to be a Director, he/ she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors of the Board.

3.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director of the Board.

4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

5. Powers

The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

**For identification purpose only*

6. Duties

The duties of the Committee are as follows:

- 6.1 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;
- 6.2 review the Company's board diversity policy and the progress on achieving the objectives set for implementing the said policy;
- 6.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships having due regard to the board diversity policy and other factors which are relevant to the Company;
- 6.4 assess the independence of independent non-executive Directors;
- 6.5 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;
- 6.6 develop, review, implement and monitor, as appropriate, the policy for the nomination of directors and make recommendations to the Board for consideration and approval; and
- 6.7 conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law.

7. Annual General Meeting

- 7.1 The chairman of the Committee shall, as far as practicable, attend the annual general meeting of the Company and be prepared to respond to any shareholder's questions on the Committee's activities.
- 7.2 If the chairman of the Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder's questions on the Committee's activities.

Unless waived by all Members on notice, the secretary to the Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

- 7.3 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 of the Company and/or explanatory statement accompanying the notice of the relevant general meeting the process used for identifying the individual and why they believe the individual should be elected, the reasons why they consider the individual to be independent, the perspectives, skills and experience that the individual can bring to the Board and how the individual contributes to diversity of the Board, and if the proposed independent non-executive Director will be holding his or her seventh (or more) listed company directorship, why the Board believes the

individual would still be able to devote sufficient time to the Board.

8. Meetings of the Committee

8.1 Number of meeting

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, telephone or video conference. If required, extraordinary meeting could be convened.

8.2 Notice of meeting

Unless waived by all Members on notice, the secretary to the Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

8.3 Quorum

Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

8.4 Conducting the meetings

Meetings could be convened by attending in person, telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other. With consent by all Members, resolutions of the Committee could be passed by written resolutions.

8.5 Resolutions

Any resolution shall be passed by the majority votes of the Members who attend the meetings.

8.6 Invitations

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings.

8.7 Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings. The secretary shall circulate the minutes of meetings of the Committee to all Directors of the Board.

9. Report

Chairman of the Committee who chair the meetings or other Member who is authorized by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

10. Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements in Hong Kong. These terms of reference shall be made available to the public by including the information on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.

11. Interpretation

Interpretation of these terms of reference shall belong to the Board.

(Adopted by the Company pursuant to the Board resolution passed on 26 March 2012 and revised on 10 May 2019)