



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.