



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)

(Stock Code: 2342)

(the "Company")

Nomination Committee Terms of Reference

Adoption Date: 8 February 2012

Revision Date: 30 August 2013

Constitution

1. The Company has established its nomination committee (the "**Committee**") since 8 February 2012 with the authority, responsibility and specific duties as described below. The Committee is responsible for formulating nomination policy for the consideration of the board of the directors of the Company (the "**Board**") and to implement the Board's approved nomination policy.

Membership

2. The members of the Committee shall be appointed by the Board which is chaired by the chairman of the Board or an independent non-executive director and comprising a majority of independent non-executive directors.
3. A quorum of the Committee meetings shall be two.

Frequency of meetings

4. The Committee shall meet at least once a year. A meeting may be conducted by means of a conference 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.

Authority

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

Principles

8. 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

- 9. The Committee should perform the following duties:
 - (a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills and knowledge) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy with due regard to the board diversity policy (the "**Board Diversity Policy**") of Company;
 - (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 and review the independent non-executive directors' annual confirmations on their independence;
 - (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) 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;
 - (f) monitor the implementation of the Board Diversity Policy and review such policy, as appropriate, to ensure its effectiveness;
 - (g) do any such things or acts to enable the Committee to discharge its duties and functions conferred on it by the Board; and
 - (h) 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.

Any relevant code provisions of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, will be deemed as the same amendments in this terms of reference of the Committee with immediate effect.