



亞勢備份軟件開發有限公司

AHSAY BACKUP SOFTWARE DEVELOPMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8290)

**TERMS OF REFERENCE OF
NOMINATION COMMITTEE**

*(adopted by the Company pursuant to the board resolution passed on 4
September 2015)*

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Terms of Reference of Nomination Committee

Formation

1. The board (the “**Board**”) of directors (the “**Directors**”) of Ahsay Backup Software Development Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has resolved to establish a nomination committee (the “**Committee**”) with the authority, responsibility and specific duties as described below.

Composition and Quorum

2. The Committee shall be appointed by the Board amongst the independent non-executive Directors and executive Directors of the Company. A majority of the committee members should be independent non-executive Directors. A quorum shall be two (2) members.
3. The Chairman of the Committee shall be appointed by the Board and should be the chairman of the Board or an independent non-executive Director.
4. Unless otherwise provided in these terms of reference, the meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.
5. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.
6. Meetings could be held in person, by telephone or by video conference.

Frequency of meetings

7. Meetings of the Committee shall be held not less than once a year and additional meetings shall be held as the work of the Committee demands.

Authority

8. The Committee is authorized by the Board to investigate activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
9. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
10. The Committee shall be provided with sufficient resources to enable it to perform its function.

Duties

11. The duties of the Committee shall be :
 - (a) to review the structure, size and composition (including but without limitation, age, cultural and educational background, professional experience, skills, knowledge, length of service, gender and ethnicity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

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- (b) 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;
- (c) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report (the "**Corporate Governance Report**") in the Annual Report of the Company;
- (d) to 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, as well as the senior management, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the Board;
- (e) review the policy concerning diversity of Board members (the "**Board Diversity Policy**"), as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (f) regularly review the time required from a Director to perform his responsibilities; and
- (f) to consider other topics as defined by the Board.

Reporting procedures

- 12. The secretary or his representative shall circulate draft and final versions of the minutes of meetings to all committee members for their comment and records within a reasonable time after the meeting.
- 13. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

Note:

If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

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