

## HYCOMM WIRELESS LIMITED (THE “COMPANY”)

### **Terms of reference for the Nomination Committee**

*(adopted on 29 March 2012)*

#### **Definitions**

For the purposes of these terms of reference (the *Terms*):

*Board* means the board of directors of the Company.

*Code* means Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

*Company Secretary* means the company secretary of the Company.

*Directors* means the members of the Board.

*Listing Rules* mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

*Nomination Committee* means the Nomination Committee established by the resolution of the Board in accordance with these Terms.

*Shareholders* means the shareholders of the Company.

#### **Constitution**

The Board has resolved to establish a committee of the Board to be known as the Nomination Committee.

#### **Membership**

The members of the Nomination Committee shall be from time to time appointed by the Board and a majority of whom shall be independent non-executive Directors. A quorum shall be three members. The chairman of the Nomination Committee shall be chaired by the chairman of the Board.

## **Frequency and conduct of meetings**

The Nomination Committee shall meet as and when necessary or as requested by any member of the Nomination Committee.

An agenda and accompanying papers should be sent in full to all members of the Nomination Committee in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members)

## **Annual General Meetings**

The chairman of the Nomination Committee shall, as far as practicable, attend the Company's annual general meetings and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

## **Authority**

The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee.

## **Duties**

The duties of the Nomination Committee shall include:

- (a) 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;
- (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

- (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.

### **Reporting procedures**

Minutes of the Nomination Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

Without prejudice to the generality of the duties of the Nomination Committee set out in these Terms, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

### **Terms available**

The Nomination Committee shall make available these Terms on request and by inclusion on the Company's website, thereby explaining its role and the authority delegated to it by the Board.

(If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.)