

CAPITAL VC LIMITED

首都創投有限公司

*(Incorporated in the Cayman Islands with limited liability
and carrying on business in Hong Kong as CNI VC Limited)*
(the “Company”)

Terms of Reference of the Nomination Committee

1. Adoption of Terms of Reference

The terms of reference of the Nomination Committee were adopted by the board of directors (“**Board**”) of the Company on 29 March 2012.

2. Membership

2.1 Members of the Nomination Committee (“**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the members of the Board.

2.2 The Nomination Committee shall consist of not less than three members and a majority of the Members shall be independent non-executive directors (“**INEDs**”, each an “**INED**”) of the Company.

2.3 The appointment of the Members may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board and by the Nomination Committee. If a Member ceases to be a director, then his office as a Member shall ipso facto cease.

3. Chairman

The Chairman of the Nomination Committee shall be appointed by the Board and shall be the Chairman of the Board or an INED.

4. Secretary

4.1 The company secretary of the Company shall be the secretary of the Nomination Committee.

4.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

5. Meetings

- 5.1 The Nomination Committee shall meet at least once a year.
- 5.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 5.3 The quorum of the Nomination Committee shall be any two Members.
- 5.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 5.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 5.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 5.7 Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for directors' inspection.

6. Attendance at Meetings

- 6.1 Head of Human Resources Department or in his absence, a representative from Human Resources Department shall attend the meetings.
- 6.2 At the invitation of the Nomination Committee, the Chairman of the Board and/or Chief Executive Officer(s), external advisers and other persons may be invited to attend all or part of any meeting.
- 6.3 Only Members of the Nomination Committee are entitled to vote at the meetings.

7. Annual General Meeting

The Chairman of the Nomination Committee or in his absence, another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

8. Responsibility

The Nomination Committee shall have the following responsibilities:

- 8.1 to 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;
- 8.2 to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on selection of individual nominated for directorships;
- 8.3 to assess the independence of the independent non-executive directors;
- 8.4 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; and
- 8.5 to determine the policy for nomination of directors.

9. Reporting Responsibilities

The Nomination Committee shall report to the Board when appropriate.

10. Authority

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

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

11. Effective Date and Amendments

- 11.1 These terms of reference shall come into effect on the date when they are approved by the Board.
- 11.2 Any amendments to these terms of reference shall be recommended by the Nomination Committee and come into effect on the date when they are approved by the Board.