

Tech Pro Technology Development Limited

德普科技發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

NOMINATION COMMITTEE

Terms of Reference

1. Organization

The board of directors of the Company (the “Board”) hereby resolved to establish the nomination committee (the “Committee”) under the Board.

2. Objectives

The primary operating objectives of the Committee are to review the structure of the Board regularly and give recommendations to the Board with regard to any changes. The Committee is accountable to the Board.

3. Composition

- 3.1 The Committee comprises three directors of the Company (the “Directors”) who shall be appointed and removed by the Board and during the terms of the appointment, the office of the Committee member (the “Member”) shall be vacated automatically if such Member ceases to be a Director and the Board shall appoint a new Member to fill the casual vacancy;
- 3.2 The majority of Members shall be independent non-executive Directors;
- 3.3 The Board shall formally appoint a chairman for the Committee.

4. Secretary

The secretary of the Board shall hold the position of the secretary of the Committee concurrently.

5. Powers and Duties

The Committee shall:

- 5.1 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board compared to its current position and give recommendations to the Board with regard to any changes;
- 5.2 be responsible for identifying suitably qualified and appropriate candidates and nominating for approval of the Board, and give recommendations;
- 5.3 assess the independence of independent non-executive directors; and
- 5.4 give recommendations to the Board with respect to the appointment and re-appointment of any director (particularly the chairman and chief executive officer) under the “retirement by rotation” provisions in the Company’s Article of Association.

6. Meetings of the Committee

6.1 Frequency

The Committee shall meet at least once every year that can be attended in person, by teleconference or video conference and, whenever necessary, additional meetings can be convened.

6.2 Notice of Meetings

The secretary of the Committee shall give 7 days’ notice in writing to the Members before the date of the meeting, unless as agreed by all of the Members unanimously that no notice shall be served.

6.3 Quorum

Meeting is null and void unless it is attended by more than half (not inclusive of a half) of the Members.

6.4 Format of Meetings

Meetings can be held either by the presence of Member in person or through teleconference or video conference. Members can attend meetings through telephone or other similar means that allow attendees to listen and communicate and member attended by such means shall be deemed to be present at the meeting. Subject to the agreement of all the Members, resolution can also be passed in writing.

6.5 Resolutions

Resolution of the Committee is null and void unless it is approved by a majority, i.e. more than half (not inclusive of a half), of the Members who attend the meeting.

6.6 Invitation to Attend Meetings

The Committee can invite executive Directors, external advisers and other parties to attend its meetings but such invitee shall have no voting right in the meeting.

6.7 Minutes of Meetings

The secretary of the Committee shall maintain complete minutes of all Committee meetings and shall record in sufficient details with respect to the matters considered by the Members and decisions made in the meetings, including doubts and objections proposed by the Members. Upon the conclusion of each Committee meeting, the secretary of the Committee shall deliver the draft and final versions of the minute to all the Members within reasonable time. The draft is prepared for the Members for comment while the final version shall be kept by the Members for record. The secretary of the Committee shall submit the finalized version of the minute to the Board for filing.

7. **General Meetings**

The chairman of the Committee or other Member delegated by him shall attend the Annual General Meetings to address enquiries of the shareholders with respect to the remuneration policies of the Company and the activities and duties of the Committee. Members attending any Committee meeting are obliged to maintain confidentiality in respect of the matters discussed in the meeting and shall not disclose any such information to any external parties, unless authorized by the Board.

8. Duty of Reporting

The chairman of the Committee or other Member delegated by him to chair any Committee meeting shall report to the Board upon the conclusion of each Committee meeting.

9. Right of Interpretation

The Board shall have the right of interpretation to these terms of reference.