



SHENZHEN HIGH-TECH HOLDINGS LIMITED

深圳科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 106)

Terms of Reference for Nomination Committee

The Board of Directors (the “Board”) of Shenzhen High-Tech Holdings Limited (the “Company”) resolved at a meeting of the Board on 10th September 2005 to establish a nomination committee (the “Committee”) and further resolved on 13th December 2011 the revision of this terms of reference.

1. Composition

- 1.1 The members of the Committee shall be appointed by the Board of Directors of the Company and comprise at least three members with a majority of independent non-executive Directors. A quorum for meeting of Committee shall be at least two-thirds of the members.
- 1.2 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive Director and appointed by the Board.

2. Secretary

- 2.1 The Company Secretary of the Company shall be the secretary of the Committee.

3. Meetings

- 3.1 Meeting may be convened by any member or by the Secretary of the Committee on the request of a member or before each appointment of Director. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Committee may from time to time determine.
- 3.2 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes of the members present.
- 3.3 Unless otherwise stated therein, all provisions of law and of the Company’s By-laws relating to proceedings of the Board shall apply mutatis mutandis to proceedings of the Committee.

3.4 The Secretary of the Committee shall be responsible for preparation of and keeping minutes of the Committee's meetings and the minutes shall be circulated to all members of the Committee.

4. Attendance at meetings

4.1 At the invitation of the Committee, other members of the Board and any other persons may attend all or part of any meetings of the Committee.

5. Authority

The Committee shall have the following responsibilities and duties:

5.1 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;

5.2 Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

5.3 Assess the independence of independent non-executive Directors; and

5.4 Make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and chief executive.

6. Reporting Procedures

Minutes of the Committee shall be circulated to the Board after each meeting of the Committee. For any matters that require immediate attention of the Board, the Committee shall report immediately after the meeting.