



Telecom Service One Holdings Limited

電訊首科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3997)

Nomination Committee - Terms of Reference (“Terms of Reference”)

I. Constitution

1. The board (the “**Board**”) of directors of the Company (the “**Directors**”) has resolved to establish a committee of the Board known as the Nomination Committee (the “**Committee**”).
2. These terms of reference were revised on 7 November 2013 pursuant to the Corporate Governance Code effective on 1 September 2013.
3. The revised version shall supersede any terms of reference of the Committee previously adopted by the Board.

II. Membership

4. The members of the Committee shall be appointed by the Board from time to time from among the non-executive Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. A quorum shall be two members.
5. The chairman of the Committee shall be appointed by the Board whom shall be the Chairman of the Board or an independent non-executive Director.

III. Frequency of meetings

6. The Committee shall meet at least once a year. Additional meetings should be held if the Committee shall so request.

IV. Authority

7. The Committee shall report directly to the Board.
8. The Committee is authorized to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company’s expense, if it considers necessary.
9. The Committee shall be provided with sufficient resources to perform its duties.

V. Duties

10. The duties of the Committee shall include the following aspects:

- (a) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (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;
- (d) to review the board diversity policy, as appropriate; monitor the implementation of the policy and review the measurable objectives set by the Board for implementing such policy, and the progress of achieving the objectives; and make disclosure of its review results and report on the Board's composition under diversified perspectives in the Corporate Governance Report annually; and
- (e) to review succession planning for the chairman of the Board, the chief executive of the Company and the senior management, after taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

VI. Reporting procedures

- 11. The company secretary shall be the secretary of the Committee.
- 12. The secretary shall circulate the minutes of the meetings and reports of the Committee to all members of the Board.

VII. Publication of These Terms of Reference

- 13. A copy of these Terms of Reference will be made available to any person without charge upon request, and both notice as to such availability and these Terms of Reference will be posted on the websites of the Company and the Stock Exchange.

The English text of this document shall prevail over the Chinese text in case of inconsistencies.

March 2018