

iOne Holdings Limited
卓智控股有限公司*
(the “Company”)

Terms of Reference for Nomination Committee

Constitution

1. The board of directors of the Company (the “Board”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “Committee”) with the membership, authority and duties described below.

Objective and Authority

2. The principal objective of the Committee is to review the structure of the Board on a regular basis, make recommendations to the Board regarding any proposed changes and to identify, screen and recommend to the Board appropriate candidates to serve as directors of the Company (“Directors”) and oversee the process for evaluating the performance of the Board. The Committee shall be responsible to the Board.

Membership and Secretary of the Committee

3. The Committee shall consist of not less than three Directors and members of the Committee (the “Members”) shall be appointed and removed by the Board. If a Member shall cease to assume the responsibilities of a Director, that Member shall automatically lose the qualifications as a Member and the Board shall appoint a new Member to complement the number of Members in the Committee.
4. The majority of the Members shall be independent non-executive Directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A quorum shall be a majority of the Members.
5. The Committee shall consist of a chairman (the “Chairman”) formally appointed by the Board. The Committee shall be chaired by the chairman of the Board or an independent non-executive Director.
6. The secretary of the Committee (the “Secretary”) shall be served by the company secretary of the Company concurrently. The Secretary shall keep detailed record of matters considered and decisions reached at the meeting, including any concern raised and opinion expressed by the Members. After the close of meeting, the Secretary shall circulate to all Members the draft and final versions of the minutes of the meeting for their comment and record within a reasonable time after the meeting. The Secretary shall submit the minutes to the Board for record after it has been finalised.

* For identification purpose only

7. The Committee may invite executive Directors, external advisors and other persons to attend the meeting but those persons shall have no right to vote at the meeting.

Frequency of Meeting

8. The Committee shall meet at such times as the Chairman shall require, which shall be at least once annually.

Proceedings of Meeting

9. Only Members are entitled to attend meetings. The Committee may invite such other person to attend its meeting where appropriate to assist in the effective discharge of the Committee's duties.
10. Notice of any meetings has to be given at least 7 clear 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 meeting is not required if adjournment is less than 14 days.
11. Meetings may be held in person, by telephone or 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.
12. The Secretary shall circulate the agenda and supporting documentation to the Members a reasonable period in advance of or as soon as possible before each meeting.
13. Resolutions of the Committee shall be passed by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
14. Written resolutions must be passed by all Members.

Duties

15. The duties of the Committee shall be:
 - (a) 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;
 - (b) to identify individuals suitably qualified to become Directors and to 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; and

- (d) 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.

Approval

- 16. The Committee was established pursuant to a resolution passed by the Board at a meeting held on 25 June 2008 and its terms of reference were revised by the Board at a meeting held on 30 March 2012.

Publication of the Terms of Reference

- 17. The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.