



# **EVOC Intelligent Technology Company Limited**

(A Joint Stock Limited Company Incorporated in the People's Republic of China)

## **Rules of Procedure of the Nomination Committee**

(Adopted by the Board of the Company on 29 March 2012)

(In case of any discrepancy between the Chinese and the English version of these rules of procedure, the Chinese original version shall prevail)

### **Chapter One            General Provisions**

Article 1        In order to comply with the provisions of the relevant laws, regulations and listing rules at the place where EVOC Intelligent Technology Company Limited (hereinafter referred to as the “Company”) is listed and in China, as well as the Articles of Association, the Company hereby sets up a committee under the board of directors of the Company (hereinafter referred to as the “Board”), namely the Nomination Committee (hereinafter referred to as the “Committee”), and formulates the rules of procedures herein.

### **Chapter Two            Composition of Members**

Article 2        All members of the Committee (hereinafter referred to as the “Committee Members”) shall be appointed by the Board among the Directors of the Company. The Committee shall comprise at least three directors and the majority of them shall be the independent non-executive directors.

Article 3        The Committee shall have one Chairman (Head of the Committee Members) who shall be the Chairman of the Board or an independent non-executive director taking charge of presiding over the work of the Committee.

Article 4        The Committee shall have the tenure same as that of the Board. The Committee Members are eligible for re-election upon expiry of the tenure. During the tenure, if a Committee Member no longer takes up the duties of the Director of the Company, his status as a Committee Member shall be disqualified automatically, and the Committee shall fill up the required number of Committee Members as stipulated in the provisions of Article 2 to Article 3 mentioned above.

### **Chapter Three        Duties and Authorities**

Article 5        Authorities

1. The Committee shall report directly to the Board, and if necessary, shall make recommendation to the Board in respect of the nomination of directors.
2. If necessary, the directors, the supervisors and the senior management members of the Company may be invited by the Committee to attend the Committee meeting.

3. The Committee shall be entitled to consult external parties for independent professional advices, and when it considers necessary, may invite external parties with relevant experience and expertise to attend the meeting, with the costs to be paid by the Company.
4. The Committee shall be provided with sufficient resources in order to perform its duties.

#### Article 6 Duties

The duties of the Committee shall include the followings:

1. To review at least annually the structure, size and composition (including the skills, knowledge and experience) of the Board, and make recommendation in relation to the proposed change to the Board to complement the strategy of the Company;
2. To identify individuals with suitable qualifications to become board members, select and make recommendations to the Board on the selection of individuals nominated for directorship;
3. To assess the independence of the independent non-executive directors;
4. To make recommendation to the Board in respect of the appointment or re-appointment of directors and the succession planning of the directors (particularly the Chairman and the chief executive).

### **Chapter Four Rules of Procedure**

#### Article 7 Frequency of meetings

The Committee meeting shall be held at least once a year and more meetings shall be held upon the request of the Committee Members. The meeting shall be presided over by the Chairman (Head of Committee Members). If the Chairman (Head of Committee Members) is unable to attend the meeting, another Committee Member may be entrusted to preside over the meeting.

#### Article 8 Notices

Except when unanimously waived by all Committee Members, the notice of any Committee meeting shall be issued 14 days prior to the meeting. Notwithstanding the length of notice, any Committee Member having attended the meeting shall mean that he has waived the requirement to have the notice issued according to the stipulated period. In the event that any meeting is adjourned for less than 14 days, no notice is required to be issued.

#### Article 9 Quorum

The Committee meeting shall be held only when more than two-thirds of the Committee Members attending the meeting, and the majority of them shall be the independent non-executive directors.

## Article 10 Resolutions

Each Committee Member shall have one voting right. The resolution of the Committee shall be passed by more than half of all the Committee Members or by means of unanimous approval by resolution in writing.

The means of voting at the Committee meeting shall be by show of hands or by poll. The meeting may be attended in person, or by means of telephone conference or video conference.

## Article 11 Secretary to the Committee

The company secretary or the secretary to the Board shall be the secretary to the Committee. However, in the event that the company secretary or the secretary to the Board is absent, one of the Committee Members shall take up the role as the secretary to the Committee.

## Article 12 Minutes

Committee meetings shall have minutes. Sufficient details of the matters considered and the decisions resolved at the meeting shall be recorded in the minutes, which shall include any concerns or dissenting views raised by the directors. The Committee Members attending the meeting shall sign the minutes. The company secretary and the secretary to the Board shall keep the complete minutes of all the Committee meetings. The minutes of the meetings shall be available for inspection by any director during any reasonable period of time, on reasonable notice issued by such director. The initial draft and the final version of the minutes of the Committee meeting shall be sent to all Committee Members within a reasonable period of time after the end of the meeting. The initial draft is for comments by the Committee members and its final version is for record.

## Article 13 Miscellaneous

1. The procedure of convening the Committee meeting, the means of voting and the approval of the proposal at the meeting shall comply with the provisions of relevant laws, regulations, the Articles of Association and these rules of procedure.
2. The resolutions approved at the Committee meeting and the voting outcome shall be reported to the Board of the Company in writing, except when the Committee Members are not allowed to report accordingly due to the legal or regulatory restrictions.
3. The Committee Members attending the meeting shall have the obligation of keeping the matters discussed at the meeting confidential, and shall not disclose the relevant information at their own wills.

Article 14 These rules of procedure shall take effect from the date as approved by the Board resolution.

Article 15 Anything not fully covered by these rules of procedure shall be implemented according to the provisions of relevant laws, regulations, and the Articles of Association. In the event of any contradiction between these rules of procedure and the laws and regulations promulgated in future or the Articles of Association as amended by lawful procedure, such implementation shall be subject to the provisions of the relevant laws, regulations and the Articles of Association, and such rules of procedure shall be amended accordingly and shall be reported to the Board for consideration and approval.

Article 16 The interpretation of these rules of procedure shall be vested to the Board of the Company.

**By order of the Board**  
**EVOC Intelligent Technology Company Limited**  
**29 March 2012**