



**宝德科技集团股份有限公司**  
**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 8236)**

**Terms of Reference and Job Specifications of the  
Nomination Committee under the Board of Directors**

**Chapter 1 General Provisions**

- Article 1 In order to standardize the appointment of the directors and senior management members of Powerleader Science & Technology Group Limited (hereinafter referred to as the “Company”), optimize the composition of the members of the Board of Directors and perfect the corporate governance structure, the Company has set up the Nomination Committee under the Board of Directors and formulated these Terms of Reference and Job Specifications in compliance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Articles of Association of Powerleader Science & Technology Group Limited (hereinafter referred to as the “Articles of Association”) and other relevant stipulations.
- Article 2 The Nomination Committee is specifically established by the Board of Directors to take charge of making proposals for the standard and procedure of selecting the candidates for the directors, the senior management members and other personnel of the Company.
- Article 3 The senior management members mentioned in the specifications herein refer to the general manager, the deputy general manager, the secretary to the Board of Directors, the chief finance officer, and the other personnel confirmed by the regulatory body or the Board of Directors as taking up important duties. Other personnel refer to various department managers (the persons-in-charge) and the persons-in-charge of various subsidiaries and branches

**Chapter 2 Composition of Personnel**

- Article 4 The Nomination Committee shall comprise not less than three directors and more than half of its members shall be the independent non-executive directors.
- Article 5 The Nomination Committee members shall be appointed by the Board of Directors.
- Article 6 The Chairman (Convener) of the Nomination Committee shall be the Chairman of the Board of Directors or an independent non-executive director. He shall take charge of the committee work. The Chairman of the committee shall be appointed by the Board of Directors.

Article 7 The tenure of the members of the Nomination Committee shall be same as that of the Board. The member is eligible for re-election upon expiry of tenure. During the tenure, in the event the member ceases to be a director of the Company, he shall automatically lose his qualification for being a committee members and the Board of Directors shall promptly appoint new committee member. Before the number of committee members reaches two-thirds of the required number, the Nomination Committee shall cease to exercise tentatively its power stipulated by these Terms of Reference and Job Specifications.

### **Chapter 3 Duties and Authorities**

Article 8 The main duties and powers of the Nomination Committee are as follows:

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors at least annually and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy;
- (2) to identify individuals suitably qualified to become board members and select or make recommendations to the Board of Directors on the selection of individuals nominated for directorships;
- (3) to consider the standards and the procedure of selecting the directors, the senior management personnel and other personnel of the Company and make recommendations to the Board of Directors;
- (4) to launch extensive search for the candidates of the senior management members and other personnel;
- (5) to conduct review on the candidates of the senior management members and other personnel, and make recommendations to the Board of Directors;
- (6) to assess the independence of the independent non-executive directors;
- (7) make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the general manager;
- (8) Other powers granted by the Board of Directors.

Article 9 The Nomination Committee shall be accountable to the Board of Directors, the resolution formulated by the committee shall be submitted to the Board for consideration and approval.

## **Chapter 4 Decision-making Procedures**

Article 10 The Nomination Committee shall consider the criteria for selection of the directors and the senior management members, the procedure of selection and the tenure of their appointment according to the provisions of relevant laws, regulations and the Articles of Association, in combination with the actual situation. The resolution thus formulated shall be submitted to the Board of Directors for consideration, adoption and implementation.

Article 11 The screening and procedure of appointing the directors and the senior management members:

- (1) The Nomination Committee shall take the initiative to exchange ideas with the relevant departments, consider the Company's demand for new directors and senior management members and consolidate the same in writing;
- (2) The Nomination Committee may launch extensive search for the candidates for the directors and the senior management members in the Company, the holding enterprise, the enterprise in which the Company holds shares and the talent market.
- (3) To collect information regarding the initial candidates' occupation, academic qualifications, job title, detailed working experiences including all part-time jobs to form the written materials;
- (4) To obtain the consent of the nominees. Otherwise, the nominees shall not be nominated as the candidate for the directors and the senior management members;
- (5) To convene the committee meeting to review the qualifications of the initial candidates according to the appointment criteria for the directors and the senior management members;
- (6) To submit recommendations and the relevant materials to the Board of Directors concerning the candidates for the directors and the senior management members,;
- (7) To proceed with other on-going work according to the decision and feedback of the Board.

## **Chapter 5 Rules of Procedures**

Article 12 The meeting of the Nomination Committee shall be convened at least once a year. All the committee members shall be informed five days before convening the meeting. The meeting shall be presided over by the Chairman of the committee. If the Chairman of the committee is unable to attend the meeting, another committee member (an independent non-executive director) shall be entrusted to preside over the meeting.

- Article 13 The meeting of the Nomination Committee shall be held only with more than two-thirds of the committee members attending the meeting; each committee member shall have one voting right; the resolution of the meeting shall be passed by more than half of all the committee members
- Article 14 The means of voting at the meeting of the Nomination Committee shall be by a show of hands or by poll; the extra ordinary meeting may adopt the voting by means of telecommunication.
- Article 15 The member of the Board office of the Company may attend the meeting of the Nomination Committee if necessary, other directors, supervisors and the senior management members of the Company, may be invited to attend the meeting.
- Article 16 If necessary the Nomination Committee may employ the intermediaries to provide independent professional advice on its decision making, with the costs to be paid by the Company.
- Article 17 The procedure of convening the meeting of the Nomination Committee, the means of voting and the adoption of the resolution at the meeting shall comply with the provisions of relevant laws, regulations, the Articles of Association and this Article.
- Article 18 The meeting of the Nomination Committee shall be recorded. The committee members attending the meeting shall sign the minutes which shall be kept by the secretary to the Board of Directors.
- Article 19 The resolution passed by the Nomination Committee and the voting outcome shall be reported to the Board of Directors in writing.
- Article 20 The committee members and the personnel attending the meeting shall have the obligation of keeping the matters discussed at the meeting confidential, and shall not disclose the relevant information without permission.
- Article 21 The Company shall provide the Nomination Committee with sufficient resources in order to perform its duties.
- Article 22 The Nomination Committee shall publicize its terms of reference on the Growth Enterprise Market website and the website of the Company, and give an account of its roles and the powers which the Board of Directors has delegated to the committee.

## Chapter 6 By-laws

Article 23 Anything not fully covered by the work system herein shall be executed according to the provisions of relevant laws, administrative regulations, departmental rules and the Articles of Association. If these Terms of Reference and Job Specifications need to be amended due to amendments of relevant laws, administrative regulations, or the Articles of Association, or changes of the operation conditions of the Company, recommendations on the amendments shall be made by the Board of Directors and submitted to the Board for approval.

Article 24 These Terms of Reference and Job Specifications shall be interpreted by the Board of Directors as authorised by shareholders' general meeting and shall come into force since the date of approval by the Board of Directors.

Board of Directors of  
**Powerleader Science & Technology Group Limited**

March 2012

*In case of any discrepancies or inconsistency between the English and Chinese version of these Terms of Reference and Job Specifications, the Chinese version prevails.*