



TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

NOMINATION POLICY

(Adopted by the Company on 29 January 2019 with retrospective effect from 1 January 2019)

OBJECTIVE

1. The Board of Directors of the Company (the “Board”) is responsible for selection and appointment of Directors. This nomination policy (the “Policy”) sets out the criteria, process and procedures for the Nomination Committee to recommend suitable candidates for directorship with a view to ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

SELECTION CRITERIA

2. The Nomination Committee will propose a candidate for nomination or a Director for re-election based on merit and the following considerations:
 - (a) The Board Diversity Policy and the requirements under the GEM Listing Rules.
 - (b) The expected contribution the candidate would add to the Board and to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.
 - (c) The candidate or the re-elected Director is able to commit and devote sufficient time and attention to the Company’s affairs.
 - (d) The level of independence from the Company, and potential or actual conflicts of interest of the candidate or the re-elected Director.
 - (e) Other relevant factors considered by Nomination Committee on a case-by-case basis.
3. These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person as it considers appropriate.

NOMINATION PROCESS

4. The Nomination Committee is responsible for ensuring that the selection criteria are being applied consistently and fairly in the nomination process and confirming the same to the Board when making its recommendation on appointment.

Procedures for Appointment of New Director

5. Subject to the provisions in the Company's Articles of Association, if the Board recognises the need to appoint a new Director, the following procedures should be adopted:
 - (a) The Nomination Committee, with or without assistance from Human Resources Department and external agencies, identifies candidates in accordance with the selection criteria set out in the Policy.
 - (b) The Nomination Committee evaluates the candidates and recommends to the Board the appointment of the appropriate candidate for directorship.
 - (c) The Board decides the appointment based upon the recommendation of the Nomination Committee.
 - (d) The letter of appointment or the key terms and conditions of the appointment should be approved by Remuneration Committee.
 - (e) The Company Secretary or his or her designated delegate shall ensure all disclosure obligations under the GEM Listing Rules regarding the appointment or re-election are duly complied.

Procedures for Re-election of Director at General Meeting

6. The Nomination Committee reviews the overall contribution to the Company of the retiring Director.
7. The Nomination Committee also reviews and determines whether the retiring Director continues to meet the selection criteria set out in the Policy.
8. The Nomination Committee shall recommend to the Board which shall then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

Procedures for Nomination by Shareholders

9. The Company's website sets out the procedures for shareholders to propose a person for election as a Director.
10. For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the selection criteria set out in the Policy and to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee shall recommend to the Board which shall then make recommendation to shareholders in respect of the proposed election of Director at the general meeting.

MONITORING AND REPORTING

11. The Nomination Committee will report annually, in the Corporate Governance Report, how the Policy is being applied in recommending candidates for directorship and retiring Directors for re-election during the year.

REVIEW OF THE POLICY

12. The Nomination Committee will review the Policy periodically in line with the Company's strategy and recommend any proposed changes to the Board for approval.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.