



TIMELESS SOFTWARE LIMITED

天時軟件有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE**
(Amended and adopted by the Board on 29 January 2019
with retrospective effect from 1 January 2019)

Constitution

1. The Nomination Committee (the “Committee”) is established pursuant to a resolution passed by the board of directors (the “Board”) of Timeless Software Limited (the “Company”) in the meeting held on 27 March 2006.

Membership

2. The Committee members shall be appointed by the Board and shall comprise of not less than three members.
3. A majority of the Committee members should be independent non-executive directors (the “INED”).
4. The Chairman of the Committee shall be appointed by the Board and must be an INED or the Chairman of the Board.
5. The appointment of the Committee members may be revoked, and new members can be appointed in place by resolutions passed by the Board and by the Committee.

Attendance at meetings

6. As necessary or desirable, the Chairman may request the Chairman of the Board, other Board members and/or members of management be present at meetings of the Committee.
7. The Company Secretary or his nominee shall be the secretary of the Committee.

Frequency and proceeding of meetings

8. Meetings shall be held not less than once a year. Additional meeting should be held as the work of the Committee considers necessary.
9. The quorum for a meeting shall be two Committee members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.
10. Meetings could be held in person, by telephone or by video conference.
11. Resolutions of the Committee members at any meeting shall be passed by a majority of votes of the Committee members present.

Notice of meetings

12. Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days' notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Committee members. A Committee member who attends such a meeting shall deem to agree to the shorter notice.

Resolutions in writing

13. A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the GEM Listing Rules for a Board or Committee meeting to be held.

Annual general meeting

14. The Chairman of the Committee or, failing him, another Committee member shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Committee's work and its responsibilities.

Authority

15. The Committee is appointed by the Board to, having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent.
16. The Committee is authorized by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company's expense.
17. The Committee is authorized by the Board to conduct interviews with prospective candidates for nomination.

18. The Committee is authorized by the Board where necessary to have access to independent professional advice.
19. The Committee shall be provided with sufficient resources to discharge its duties.

Responsibilities

20. To review and monitor the structure, size and composition (including but not limited to gender, age, race, language, cultural and educational background, or professional experience) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy.
21. To identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individual shall be their ability to contribute to the effective carrying out by the Board of its responsibilities.
22. To make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.
23. To assess the independence of INEDs.
24. To set out the following in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED:
 - (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.
25. To review, monitor and disclose the Company's nomination policy which includes nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship during the year.
26. To review the Company's board diversity policy, and to review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives.
27. To make disclosure of its review results in the Corporate Governance Report annually.

28. To approve minutes of the Committee meetings before submitting to the Board.

Reporting procedures

29. The Committee should report to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

30. Full minutes of the Committee meetings should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting. The secretary of the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on a regular basis.

Publication of the terms of reference

31. These terms of reference will be posted on both the websites of the Company and The Stock Exchange of Hong Kong Limited.

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