

Computime Group Limited
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)

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4. PROCEEDINGS OF THE COMMITTEE MEETINGS

4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

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4.5 Minutes of meetings

4.5.1 The secretary of a Committee meeting shall record in sufficient detail the matters considered by the Committee and decisions reached.

4.5.2 Draft version of minutes of a Committee meeting shall be sent to all Committee members for their comment within a reasonable time after the meeting is held. Final version of the minutes shall be sent to all members of the Board as soon as practicable.

4.5.3 Minutes of meetings of the Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

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5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

5.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

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- 5.2 The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 5.3 The Committee should consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the selection and appointment of directors.
- 5.4 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
- (a) To review the structure, size, diversity 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.
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 - (b) To determine the procedures, process and criteria for identifying and assessing the qualifications of and evaluating candidates for directorships.
 - (c) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
 - (d) To assess the independence of independent non-executive directors.
 - (e) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer, taking into account the challenges and opportunities facing the Company, what skills and expertise are therefore needed on the Board in the future and with due regard for the benefits of diversity on the Board.

5.5 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice, if necessary, at the expense of the Company.

5.6 All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

6. REPORTING RESPONSIBILITIES

6.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

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