QUANTUM THINKING LIMITED
量子思維有限公司

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE
提名委員會職權範圍

Constitution
組織

1. The board of directors (the "**Board**") of Quantum Thinking Limited (the "**Company**") hereby resolves to establish a nomination committee of the Board (the "**Nomination Committee**"). The constitution of the Nomination Committee should comply with the requirements of the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on the Growth Enterprise Market (the "**GEM**") of The Stock Exchange of Hong Kong Limited from time to time.
量子思維有限公司(「**本公司**」)董事會(「**董事會**」)現議決於董事會轄下成立一個提名委員會(「**提名委員會**」)。提名委員會的組成必須不時遵守香港聯合交易所有限公司 GEM 證券上市規則(「**《GEM 上市規則》**」)的要求。

Membership
成員

2. The members of the Nomination Committee should be appointed by the Board and must consist of not less than three members, a majority of whom must be independent non-executive directors. A quorum should be two members, one of whom should be an independent non-executive director.
提名委員會成員須由董事會委任,並由不少於三名成員組成,其中佔大部分須為獨立非執行董事。提名委員會的會議法定人數為兩人,其中一人須為獨立非執行董事。

3. The chairperson of the Nomination Committee should be appointed by the Board and must be either an independent non-executive director of the Company or the chairman of the Board.
提名委員會主席須由董事會委任,並且須為董事會主席或一位獨立非執行董事。

4. The company secretary should be the secretary of the Nomination Committee.
提名委員會秘書為公司秘書。

Attendance at meetings
出席會議

5. Unless otherwise agreed by all the members of the Nomination Committee, a meeting of the Nomination Committee (the "**Meeting**") should be called by at least fourteen (14) days' notice. A member may and, on the request of a member, the secretary should, at any time summon a Meeting. Notice should

be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally should be confirmed in writing. Notice of Meeting should state the time and place of the Meeting and should be accompanied by an agenda together with other documents which may be required to be considered by the members for the purposes of the Meeting.
除非提名委員會全體成員同意，提名委員會會議（「**會議**」）的召集至少需要 14 天通知。成員可以，及秘書必須根據成員的要求，於任何時間召開會議。向各成員發出的會議通知必須於會議召開之前至少 14 天通過親身口頭傳遞、或者以書面、電話、電傳、電報或傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼或地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知必須以書面形式確認。會議通知必須註明會議舉行的時間和地點，並須附上議程及其他可能需要成員在會議上考慮的文件。

6. Members of the Nomination Committee may attend Meetings either in person or through other electronic means of communication.
提名委員會成員可以親身出席方式或以其他電子通訊設備形式參加會議。

7. The secretary of the Nomination Committee or in his absence, his representative or any one member, should be the secretary of the Meetings.
提名委員會秘書或其未克出席，其代表或任何一位提名委員會成員將出任會議秘書。

8. Resolutions of the Nomination Committee at any Meeting should be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.
任何提名委員會的會議如超過兩名成員列席，其決議必須由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

Frequency of meetings
會議次數

9. Meetings should be held at least once a year.
會議次數應不少於每年一次。

Authority
權力

10. The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
董事會授權提名委員會按照其職權範圍向本公司之管理層索取進一步所需資料。

11. The Nomination Committee is authorised by the Board to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, to perform its responsibilities if it considers this necessary.
董事會授權提名委員會尋求獨立專業意見；提名委員會履行職責時如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議，費用由本公司支付。

Duties
職務

12. The duties of the Nomination Committee should be:
提名委員會的職務如下：

    (a) to disclose the policy for the nomination of directors in compliance with the requirements of the GEM Listing Rules, the nomination procedures and the process and criteria to select and recommend candidates of the directorship of the Board;
    根據《GEM 上市規則》披露提名政策、物色及甄選董事會成員的程序、流程及準則；

    (b) to review the board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives;
    在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；

    (c) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills and knowledge) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
    至少每年檢討董事會的架構、人數及成員多元化（包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

    (d) 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;
物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；

(e) to assess the independence of independent non-executive directors;
評核獨立非執行董事的獨立性；

(f) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；

(g) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
進行任何使提名委員會能履行董事會賦予其權力和功能的事情；以及

(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the GEM Listing Rules or applicable law.
遵守董事會不時發出、或本公司的內部憲法包含的或《GEM 上市規則》或任何適用的法律的要求、指引及規則。

Reporting procedures
彙報程序

13. Draft and final versions of the minutes of the Meetings should be sent to all Nomination Committee members for their comments and records respectively. The secretary or his representative should circulate the minutes of the Meetings and reports of the Nomination Committee to all members of the Board.
會議紀錄的草稿及最終稿須向各提名委員會成員傳閱，供其審閱及存錄。提名委員會秘書或其代表須將會議紀錄及提名委員會報告向董事會全體成員傳閱。

Publication of the terms of reference of the Nomination Committee
刊登提名委員會職權範圍

14. The terms of reference of the Nomination Committee will be posted on the websites of the Company and the GEM, and will be made available upon request.
提名委員會的職權範圍應登載於本公司及 GEM 網站上，及在有人要求時，提供有關資料。

Others
其他事項

15. The chairperson of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, should attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.
提名委員會的主席，或在該委員會的主席缺席時由另一名成員（或如該名成員未能出席，則其適當委任的代表）應出席股東周年大會並在股東周年大會上回答有關提名委員會的職能及責任的提問。

16. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.
若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因。

17. The Nomination Committee should be provided with sufficient resources to perform its duties.
提名委員會應獲提供充足資源以履行其職責。