

**CHINA BINARY SALE TECHNOLOGY LIMITED**  
**神州數字銷售技術有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
*(Stock code: 8255)*  
*(the “Company”)*

**Nomination Committee - Terms of Reference (“Terms of Reference”)**  
*(Adopted by the Board on 9 November 2013)*

**I. Constitution**

1. The board (the “**Board**”) of directors of the Company (the “**Directors**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

**II. Membership**

2. The members of the Committee shall be appointed by the Board from time to time from among the non-executive Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. A quorum shall be two members.
3. The chairman of the Committee shall be appointed by the Board whom shall be an independent non-executive Director.

**III. Frequency of meetings**

4. The Committee shall meet at least once a year. Additional meetings should be held if the Committee shall so request.

**IV. Authority**

5. The Committee shall report directly to the Board.
6. The Committee is authorized to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company’s expense, if it considers necessary.
7. The Committee shall be provided with sufficient resources to perform its duties.

**V. Duties**

8. The duties of the Committee shall include the following aspects:
  - (a) to review the structure, size 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;

- (b) 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;
- (c) to assess the independence of independent non-executive Directors;
- (d) to review the board diversity policy of the Company, as appropriate; and review the measurable objectives that the Board has set for implementing such policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and
- (e) 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.

**VI. Reporting procedures**

- 9. The company secretary shall be the secretary of the Committee.
- 10. The secretary shall circulate the minutes of the meetings and reports of the Committee to all members of the Board.

**VII. Publication of These Terms of Reference**

- 11. A copy of these Terms of Reference will be made available to any person without charge upon request, and both notice as to such availability and these Terms of Reference will be posted on the websites of the Company and the Stock Exchange.