



Timeless Software Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 8028)

NOMINATION COMMITTEE — TERMS OF REFERENCE

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 (the “Member(s)”) shall be appointed by the Board and shall comprise of not less than three members. A majority of the Members should be independent non-executive directors (the “INED”).
3. The Chairman of the Committee shall be appointed by the Board and must be an INED or the Board Chairman. The role of the Chairman of the Committee shall rotate every two years.

Secretary

4. The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).
5. Notwithstanding any other provisions in the terms of reference, the Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Frequency and proceeding of Meetings

6. Meetings shall be held not less than once a year. Additional meeting should be held as the work of the Committee demands.
7. The quorum for a meeting shall be two members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

8. 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 members. A member who attends such a meeting shall deem to agree to the shorter notice.
9. Meetings could be held in person, by telephone or by video conference.
10. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
11. A resolution in writing signed by all Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

Attendance at Meetings

12. As necessary or desirable, the Chairman may request the Chairman and / or other member of the Board, members of management be present at meetings of the Committee.

Annual General Meeting

13. The Chairman of the Nomination Committee or a Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

Authority

14. The Nomination Committee is appointed by the Board of Directors of the Company 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.
15. The Nomination 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.
16. The Nomination Committee is authorized by the Board to conduct interviews with prospective candidates for nomination.
17. The Nomination Committee is authorized by the Board where necessary to have access to independent professional advice.

18. The Nomination Committee shall be provided with sufficient resources to discharge its duties.

Responsibilities

19. To review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes.
20. 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.
21. 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.
22. To assess the independence of INEDs.
23. To report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

Publication of the Terms of Reference

24. This terms of reference will be posted on both the websites of the Company and Hong Kong Exchanges and Clearing Limited.

Hong Kong, 30 March 2012