

**GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED**  
**(the “Company”)**

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

*(As adopted on 10 September 2007 and  
revised on 22 March 2012, 30 August 2013 and 10 December 2018, respectively)*

**1. Constitution**

1.1 The nomination committee (the “**Nomination Committee**”) is a committee of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.

**2. Membership**

2.1 The Nomination Committee members (the “**Member(s)**”) shall be appointed by the Board. A majority members of the Nomination Committee should be independent non-executive Directors (“**INED(s)**”).

2.2 The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

**3. Secretary of the Nomination Committee**

3.1 The company secretary shall be the secretary of the Nomination Committee.

**4. Attendance and frequency of meetings**

4.1 Meetings shall be held not less than once a year. The Members may call any meetings as and when necessary.

4.2 Unless otherwise agreed by all the Members, notice of at least 7 days shall be given for a meeting of the Nomination Committee.

4.3 A quorum shall be 3 Members.

4.4 Other Directors, apart from the Members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

4.5 The Members may participate in a meeting by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.

## **5. Nomination Committee's Resolutions**

5.1 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held and may contained in several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by fax or e-mail.

## **6. Authority**

6.1 The Nomination Committee is authorised by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.

6.2 The Nomination Committee is authorised by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

6.3 The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

## **7. Duties**

7.1 The duties of the Nomination Committee shall be:

- (a) to review the structure, size and composition (including without limitation, gender, age, race, language, cultural and educational background, industry experience and professional 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 Directors and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

- (c) 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;
- (d) to assess the independence of INEDs;
- (e) where the Board proposes a resolution to elect an individual as an INED at the general meeting, to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
  - (i) 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;
  - (ii) 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;
  - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
  - (iv) how the individual contributes to diversity of the Board;
- (f) review the Company's 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; and make disclosure of its review results in the Corporate Governance Report annually; and
- (g) review and monitor the Company's nomination policy, as appropriate, to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice.

## **8. Reporting procedures**

- 8.1 The secretary shall circulate the minutes of meetings of the Nomination Committee to all Members.
- 8.2 The Nomination Committee should report to the Board after each meeting.