



**GAMEONE HOLDINGS LIMITED**  
**智傲控股有限公司**

**NOMINATION COMMITTEE (“COMMITTEE”)**  
**TERMS OF REFERENCE**

1. Membership

- 1.1 The Committee shall comprise a majority of independent non-executive directors (“**INED**”) appointed by the Board of Directors (“**Board**”) from time to time.
- 1.2 The Board shall nominate the chairman of the Board or an INED as the chairman of the Committee.

2. Meetings

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held at the demand of Committee Chairman, if necessary.
- 2.2 The quorum of a meeting shall be two members of the Committee.
- 2.3 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
- 2.4 Proceedings of meetings of the Committee shall be governed by the relevant provisions of the Articles of Association of the Company.

3. Terms of Reference

- 3.1 The terms of reference of the Committee include:
  - (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 develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose in the corporate governance report annually and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a board range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
- (d) to develop and maintain a board diversity policy and to ensure its effectiveness and review the measurable objectives that the Board set for implementing the board diversity policy, and the progress on achieving the objectives; and disclose the board diversity policy or a summary of the policy in the corporate governance report annually;
- (e) to assess the independence of INEDs;
- (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 managing director (if applicable);
- (g) where the Board proposes a resolution to elect an individual as an INED at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- the process used for identifying the candidate and why the Board believes the candidate should be elected and the reasons why it considers the candidate to be independent;
  - if the proposed INED will holding their seventh (or more) listed company directorship, the reason the board believes the candidate would still be able to devote sufficient time to the Board;
  - the perspectives, skills and experience that the candidate can bring to the Board; and
  - how the candidate can contribute to the diversity of the Board.
- (h) to review annually the time commitment required of directors and to evaluate whether directors have committed adequate time to discharge their responsibilities.

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

4. Publication of the Terms of Reference

4.1 The Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on both websites of The Stock Exchange of Hong Kong Limited and the Company.

Approved on December 2015

Amended on December 2018