

無限創意控股有限公司
UNLIMITED CREATIVITY HOLDINGS LIMITED

Terms of Reference of Nomination Committee (“Committee”)

Membership

1. The Committee shall be appointed by the Board (“the Board”) of the Company from amongst the Directors of the Company and a majority of whom should be Independent Non-executive Directors.
2. The Chairman of the Committee shall be appointed by the Board.
3. The Company Secretary or his/her nominee shall act as the Secretary of the Committee.
4. The Committee may invite any director, executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.

Meetings and Quorum

5. The members of the Committee shall at least annually. Additional meetings shall be held as the work of the Committee demands. In addition, the Committee’s Chairman may convene additional meetings at his/her discretion.
6. The quorum for meetings shall be two members. Any member of the Committee may participate in a meeting by means of a telephone or other audio communications equipment
7. 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. Such consent in writing may be by means of telex, telegram, cable, facsimile or other written electronic communication.

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Duties, Powers and Functions

8. The Committee shall:

- (a) review the structure, size and composition (including the skills, knowledge and experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- (b) identify individuals suitable qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;
- (c) assess the independence of Independent Non-executive Directors; and
- (d) 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.
- (e) to review the board diversity policy, as appropriate; and make disclosure of its review results in the Company's corporate governance report annually.

The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

9. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

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Adopted on 16 March 2012 and revised on 4 September 2013