



hmvod Limited

h m v o d 視 頻 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8103)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Membership

1. The nomination committee (the “Committee”) shall be appointed by the board of directors (the “Board”) of hmvod Limited (the “Company”) from amongst the non-executive directors and shall consist of not less than three members.
2. The majority of the members of the Committee shall be independent non-executive directors of the Company. The Committee must be chaired by an independent non-executive director of the Company.
3. The term of membership shall be governed by the provisions of the articles of association of the Company.
4. The appointment of the members of the Committee may be revoked, and new member can be appointed in place by resolutions passed by the Board and by the Committee.
5. No alternate committee member can be appointed.

Secretary

6. The company secretary of the Company or his or her nominee shall be the secretary of the Committee.

Attendance at meetings

7. Only members of the Committee have the right to attend meetings. However, at the invitation of the Committee, other individuals such as the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
8. Only members of the Committee are entitled to vote at the meetings.

Frequency and proceedings of meetings

9. Meetings shall be held not less than once a year. Additional meetings shall be held as and when the Committee considers necessary.
10. The chairman of the Committee may convene additional meetings at his discretion.
11. The quorum of a meeting shall be two independent non-executive directors.
12. Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company.

Annual General Meeting

13. The chairman of the Committee or another member of the Committee shall attend the Company's annual general meeting and be prepared to answer questions on the Committee's activities and responsibilities at the annual general meeting.

Authority

14. The Committee shall consult the chairman of the Board and/or the chief executive about their proposals relating to the appointment of new director.
15. The Committee is authorized by the Board to obtain outside legal or other independent professional advice if deemed required and to invite the attendance of outsiders with relevant experience and expertise if it considers necessary.
16. The Committee shall be provided with sufficient resources to discharge its duties.

Duties, powers and functions

17. In addition to any after responsibilities which may be assigned from time to time by the Board, the Committee shall have the following duties, powers and functions:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis (at least annually) and make recommendations to complement the corporate strategy of the Company on any proposed changes to the Board;
 - (b) to identify individuals suitably qualified to become board members and select or to make recommendations to the board on the selection of, individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive directors;

- (d) in the case of appointment and re-appointment of independent non-executive directors, to assess the independence of the appointees having regard to relevant guidelines or requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “Exchange Listing Rules”) in place from time to time;
- (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;
- (f) to develop and recommend to the Board measurable objectives for achieving diversity on the Board and monitor the progress on achieving those objectives;
- (g) to develop, review, implement and monitor, as appropriate, the policy for the nomination of directors and make recommendations to the Board for consideration and approval; and
- (h) to produce and approve disclosure statements in relation to the Committee, the policy for nomination of directors and the board diversity policy and its work as required by applicable laws and rules where necessary.

Reporting Procedures

- 18. The Committee shall report to the Board after each meeting.
- 19. The secretary of the Committee shall circulate draft and final versions of the minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comment and records respectively (in both cases within a reasonable time after the meeting), keeping the Board informed of the Committee’s activities, decisions and recommendations on a regular basis.
- 20. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. At least annually, the Committee shall present a report to the Board which address the work and findings of the Committee during the year.
- 21. Reports to the Board and minutes of the Committee shall be approved by the Committee before submitting to the Board.

Note: In case of any inconsistency between the English and Chinese versions, the English version shall prevail.

(Revised and approved by the Board on 31 December 2018)