



# CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00343)

## TERMS OF REFERENCE FOR NOMINATION COMMITTEE (THE “COMMITTEE”)

### Constitution

The Board of Directors (the “**Board**”) of Culturecom Holdings Limited (the “**Company**”) approved the establishment of a Committee of the Board to be known as the Nomination Committee (the “**Committee**”) on 26 March 2012 and the following terms of references for the Committee are revised and adopted by the Board with effect from 27 November 2025.

### Membership

1. The members of the Committee shall be appointed by the Board from time to time amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors, with at least one member of a different gender.
2. The Chairman of the Committee shall be appointed by the Board, and shall be either the Chairman of the Board or an independent non-executive Director who is a member of the Committee. The Chairman of the Committee shall attend all Annual General Meeting of the Company to respond to any shareholder’s questions on the Committee’s activities.
3. The Company Secretary or his nominee shall be the secretary of the Committee.

### Frequency and Proceedings of Meeting

4. Meetings shall be held not less than once a year. Additional meetings should be held as the works of the Committee demands.
5. The quorum for a meeting shall be two members.

6. Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Law 138 of the Company's Bye-Laws.

**Duties, powers and functions**

7. The Committee shall –
  - (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
  - (b) without prejudice to the generality of the foregoing:
    - (i) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, experience, diversity profile and length of service) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
    - (ii) to review the implementation and effectiveness of mechanisms to ensure the Board has access to independent views and opinions;
    - (iii) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on a regular basis and make recommendations to the Board regarding any proposed change;
    - (iv) to assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence;
    - (v) to support the regular evaluation of the performance of the Board;
    - (vi) to review the board diversity policy and nomination policy (collectively, the "**Policies**") as appropriate; monitor the implementation of the Policies, and the progress of achieving the objectives; and make disclosure of its review results and report on the Board's composition under diversified perspectives in the Corporate Governance Report annually;

- (vii) to regularly review the time commitment required from a Director to perform his responsibilities;
  - (viii) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and the succession planning for the Chairman, the Chief Executive as well as the senior management;
  - (ix) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (x) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice and at the expense of the Company.

#### **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.

\* *for identification purpose only*