

DIGITALHONGKONG.COM

(the “Company”)

Terms of Reference of the Nomination Committee

The Nomination Committee of the Company is established by the board of directors of the Company (“the Board”).

Membership

Members and Chairman of the Nomination Committee shall be appointed by the Board from time to time. The majority of the Nomination Committee members must be independent non-executive directors of the Company. The Nomination Committee must be chaired by the chairman of the Board or an independent non-executive director.

Terms of Reference

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to 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 to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) 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;
- (e) to monitor the implementation of the Board Diversity Policy of the Company and bring to the attention of the Board any significant issues on this matter from time to time; and
- (f) to review the Board Diversity Policy of the Company and make recommendations to the Board for decision as and when necessary and appropriate.

The above Terms of Reference shall be updated and revised by the Board as and when necessary.

Reporting

The Nomination Committee shall report to the Board on the matters in respect of its terms of reference and shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

In performing its duties within its terms of reference, the Nomination Committee is authorized by the Board:

- to be supplied with adequate information, in a timely manner, by the Company to enable it to make informed decision;
- to have access to independent professional advice if necessary; and
- to be provided with sufficient resources by the Company.

(The above being amended and adopted by the Board on 22 August 2014.)