

# Transmit Entertainment Limited

## 傳遞娛樂有限公司

(the “Company”)

(「本公司」)

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

### NOMINATION COMMITTEE

提名委員會

### TERMS OF REFERENCE

職權範圍

#### **Constitution**

##### **組成**

1. The board of directors (the “**Board**”) of the Company has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”) at a meeting held on 5 October 2012.  
本公司的董事會（「**董事會**」）已於 2012 年 10 月 5 日舉行的會議議決成立董事委員會，將被稱為提名委員會（「**委員會**」）。

#### **Membership and Quorum**

##### **會議成員及法定人數**

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the directors of the Company. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).  
委員會最少由三名成員（「**成員**」）組成，並須由董事會從本公司的董事中委任，其中大部分必須為本公司的獨立非執行董事（「**獨立非執行董事**」）。
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.  
委員會會議的法定人數為兩名成員，其中一名必須為委員會主席。其他非委員會成員的董事會成員，須要得到委員會主席的允許才有權參加委員會的任何會議，但其不得被計入法定人數。
4. The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.  
委員會的主席須由董事會委任，並須由董事會主席或獨立非執行董事擔任。

## **Secretary**

### **秘書**

5. The company secretary shall be the secretary of the Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

委員會的秘書將由公司秘書出任。若公司秘書缺席，其委派代表或由委員會在會議上委任的人士，將可出席委員會會議及記錄會議紀錄。

## **Frequency of meetings**

### **會議次數**

6. The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

委員會應每年召開至少一次定期會議。委員會亦可在有需要時召開更多會議。

## **Notice of meetings**

### **會議通知**

7. Notice of meetings shall be given to all members of the Committee at least [two] days before the meeting.

應在會議舉行之前至少[兩]天通知委員會全部成員。

This notice may be waived from time to time upon the unanimously agreement by the Committee members.

該通知可於委員會成員一致同意時獲得豁免。

## **Written resolutions**

### **書面決議案**

8. Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

在不影響香港聯合交易所有限公司證券上市規則（「上市規則」）的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。

## **Authority**

### **授權**

9. The Committee is authorised by the Board to seek any necessary information from the employees of the Company which is within the Committee's scope of duties.  
董事會授權委員會在其職責範圍內向公司員工要求所需的任何資料。
10. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.  
委員會獲董事會授權獲取獨立的專業意見，以及在每當需要或合宜時，邀請具有相關經驗或專業知識的外界人士參加會議。

## **Duties**

### **職責**

11. The duties of the Committee shall include, but not be limited to the following:  
委員會的職責包括但不限於下列內容：
  - (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;  
至少每年檢討董事會的架構，規模及組成（包括技能，知識，經驗及多元化層面），並就任何為配合發行人的公司策略而擬對董事會作出的變動提出建議；
  - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals for nomination of directorships of the Company;  
物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
  - (c) to assess the independence of INEDs of the Company;  
評核獨立非執行董事的獨立性；
  - (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman and the chief executive of the Company;  
就董事委任或重新委任以及董事（尤其是主席及首席執行官）繼任計畫向董事會提出建議；

- (e) to review the Board Diversity Policy and Director Nomination Policy, as appropriate, and to review the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives, and make recommendations to the Board for consideration and approval, when necessary; and

於適當情況下檢視董事會成員多元化政策及董事提名政策，並檢討董事會為執行董事會成員多元化政策而制定的可計量目標以及達成該等目標的進度，並適時向董事會作出建議，以供考慮及審批；及

- (f) to make relevant disclosures in the Corporate Governance Report in accordance with the requirements of the Listing Rules.

根據上市規則的規定，於企業管治報告中作出相關披露。

12. Where the Board proposes a resolution to elect an individual as an INED of the Company 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:

若董事會擬於股東大會上提呈決議案選任某人士為本公司獨立非執行董事，委員會應該於有關股東大會通告所隨附的致股東通函及／或說明函件中列明：

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；

- (b) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；

- (c) the perspectives, skills and experience that the individual can bring to the Board; and

該名人士可為董事會帶來的觀點與角度、技能及經驗；及

- (d) how the individual contributes to diversity of the Board.

該名人士如何促進董事會成員多元化。

## **Reporting Procedures**

### **匯報程序**

13. The secretary of the meetings shall circulate the minutes of meetings and reports of the Committee to all members of the Board.  
委員會會議秘書須向董事會全體成員傳閱委員會會議記錄及報告。
14. The Committee shall report to the Board of its findings, decisions and recommendations.  
委員會須向董事會報告其調查結果，決議及建議。
15. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.  
董事會報告及委員會會議記錄於提呈董事會前須經委員會批准。

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Effective on 31 December 2018

於 2018年12月31日生效