

GREATIME INTERNATIONAL HOLDINGS LIMITED

廣泰國際控股有限公司

(the “Company”)

(Incorporated in the British Virgin Islands with limited liability)

**TERMS OF REFERENCE
OF
THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS
(the “Committee”)**

**Adopted pursuant to a resolution
passed by the board (“Board”)
of directors (“Directors”) of the Company
on 27 March 2012**

**(as amended by a resolution
of the Board on 23 January 2019)**

1. MEMBERSHIP

- 1.1 Members of the Committee (“**Members**”, each a “**Member**”) shall consist of not less than three (3) Members appointed by the Board and comprises a majority of the independent non-executive Directors.
- 1.2 The chairman (the “**Chairman**”) of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.
- 1.3 The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association (the “**Articles**”) of the Company.
- 1.4 The appointment of the Members and secretary of the Committee (the “**Secretary**”) may be revoked, or additional Members may be appointed by separate resolutions passed by the Board and by the Committee.
- 1.5 The company secretary of the Company or his or her nominee shall act as the Secretary.

2. PROCEEDINGS OF THE COMMITTEE

2.1 Notice

- (a) Unless otherwise agreed by all the Members, a meeting (the “**Meeting**”) of the Committee shall be called by at least fourteen (14) days’ notice.
- (b) A Member may, and at the request of a Member, the Secretary shall, at any time summon a Meeting. Notice shall be given to each Member at least fourteen (14) days before the date of the meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the Secretary by such Member or by such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing.
- (c) Notice of Meeting shall state the time and place of the Meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the Meeting.

2.2 Committee's Resolutions

A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Meeting and may consist of several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by fax or other electric communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for a Board or Committee meeting to be held.

2.3 Quorum

The quorum of the Meeting shall be constituted by two (2) Members, one of which should be an independent non-executive Director.

2.4 Frequency of Meetings

- (a) The Committee shall meet before the holding of an annual general meeting of the Company where appointment of directors will be considered. Additional Meetings shall be held as the work of The Committee demands.
- (b) In addition, the Chairman may convene additional Meetings at his or her discretion.
- (c) Proceedings of Meetings of the Committee shall be governed by the Articles.

2.5 Voting

Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present.

2.6 Others

Meetings could be held in person, by telephone or by video conference. Members may participate in a Meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the Meeting are capable of hearing each other.

3. ALTERNATE MEMBERS

No alternate Members can be appointed.

4. AUTHORITY

The Committee is authorised by the Board to:

- (a) review, assess and make recommendations upon any issue within its terms of reference and all employees are directed to cooperate as requested by the Members;
- (b) 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; and
- (c) obtain sufficient resources from the Company to perform its duties.

5. DUTIES

The duties of the Committee shall include, without limitation:

- (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
- (b) without prejudice to the generality of foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (ii) identify and nominate individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (iii) assess the independence of independent non-executive Directors;
 - (iv) 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;

- (v) do any such things to enable to the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vi) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation.
- (c) where the Committee recommends to the Board on the appointment, reappointment or succession of an individual as an independent non-executive Director, the Committee shall report the following to the Board:
- (i) the process used for identifying the individual, the reasons of the Committee's recommendation, the Committee's view as to whether the individual is independent and the reasons thereof;
 - (ii) the Committee's view as to whether the individual would be able to devote sufficient time to the Board and Board committees and the reasons thereof (particularly where the proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship);
 - (iii) the Committee's view on the perspectives, skills and experience that the individual would bring to the Board; and
 - (iv) the Committee's view on the individual's contribution to the diversity of the Board.

6. REPORTING PROCEDURES

- 6.1 The Secretary shall circulate draft and final versions of the minutes of Meetings and all written resolutions of the Committee to all members of the Board. The Committee shall report to the Board on a regular basis. At the next Meeting, the Chairman shall report the findings and recommendations of the Committee to the Board.
- 6.2 The Secretary shall circulate the minutes of Meetings and all written resolutions of the Committee to all Members, keeping the Board informed of the Committee's activities, decisions and recommendations on a regular basis. The Secretary shall keep record of all Meetings held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meeting held during that financial year.

7. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

- 7.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.
- 7.2 The Board may, subject to compliance with the Articles and the Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or, if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.