



SKYWORTH DIGITAL HOLDINGS LIMITED

(創維數碼控股有限公司)*

(the “Company”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE**

*(Revised and approved by the board of directors of
Skyworth Digital Holdings Limited on 25 August 2017)*

Constitution

1. The nomination committee (the “**Committee**”) of the Company was established by the board of directors of the Company (the “**Board**”) on 5 February 2005.

Objective and Role

2. The primary objective of the Committee is to ensure a fair and transparent procedure for the appointment and re-appointment of directors to the Board.

Membership

3. The members of the Committee shall be appointed by the Board and shall consist of at least three members, a majority of whom shall be independent non-executive directors of the Company.
4. The chairman of the Committee shall be elected by the members of the Committee and shall be an independent non-executive director of the Company.

Attendance at Meetings

5. The Committee may invite any director, member of senior management or other individual to attend meetings of the Committee as it considers appropriate.
6. The company secretary of the Company or his or her nominee shall be the secretary of the Committee.

Frequency of Meetings

7. Meetings shall be held at least once a year and at such times as the Committee determines appropriate to carry out its responsibilities.

Authority

8. The Committee is authorised to seek any information it requires from any employee in order to perform its duties.
9. In connection with its duties, the Committee is authorised to obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference if it considers necessary.
10. In carrying its responsibilities, the Committee may authorise any one or more of its members or the chairman of the Committee to take any action, and impose any regulations upon them, when it deems appropriate and in the best interests of the Company.

Duties

11. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:
 - (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 be responsible for identifying and nominating for approval of the Board suitably qualified candidates as additional directors or to fill Board vacancies as they arise;
 - (c) 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 officer;
 - (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 Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in place from time to time;
 - (e) to assess the independence of independent non-executive directors on an annual basis having regard to relevant guidelines or requirements of the Listing Rules in place from time to time; and
 - (f) to produce and approve disclosure statements in relation to the Committee and its work as required by applicable laws and rules where necessary.

Meeting Procedures

12. The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.

13. The quorum for meetings shall be two members of the Committee.

Reporting Procedures

14. The Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or at other times or occasions where necessary.

15. The secretary of the Committee shall arrange to distribute the minutes of meetings / written resolutions of the Committee to the Board members.

Frequency of Review

16. The above terms of reference shall be reviewed from time to time, and can be revised by the Board when necessary.

** For identification purpose only*