

DIGITAL DOMAIN HOLDINGS LIMITED
(the “Company”)

NOMINATION COMMITTEE

Terms of Reference

(Adopted on 5 March 2012 and revised on 18 July 2019)

Members

1. The members of the Nomination Committee shall be appointed by the Board of Directors and majority members shall be appointed amongst the independent non-executive directors.
2. The chairman of the Nomination Committee shall be the Chairman of the Company or an independent non-executive director who was appointed by the Board of Directors from time to time.
3. The quorum for meetings of the Nomination Committee shall be two members.

Secretary

4. The Company Secretary shall be the secretary of the Nomination Committee.

Frequency of meetings

5. The Nomination Committee shall meet at least once a year.

Consultation

6. The Board of Directors authorises the Nomination Committee to seek appropriate independent professional advice within or outside the Group as the Nomination Committee deems necessary.

Duties

7. The duties of the Nomination Committee are:
 - (i) to review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least annually and make recommendations to the Board of Directors regarding any proposed changes to complement the Company’s corporate strategy;
 - (ii) to identify individuals suitably qualified to become board members and select or make recommendations to the Board of Directors on the selection of, individuals nominated for directorships;

- (iii) to assess the independence of independent non-executive directors;
- (iv) to make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
- (v) to report to the Board of Directors on its decisions or recommendations, unless there are legal or regulatory restrictions.

Authority

- 8. The Board has delegated its powers and authorities to the Committee in accordance with the above terms of reference.

Minutes of meetings

- 9. Copies of minutes of meetings of the Nomination Committee shall be sent to all members of the Board of Directors.

Miscellaneous

- 10. The terms of reference will be made available to the shareholders, government authorities and the general public by posting on the websites of the Stock Exchange of Hong Kong Limited and the Company.