



Linekong Interactive Group Co., Ltd.
藍港互動集團有限公司

**Terms of reference of
the Nomination Committee
of the Board of the Company**

**Adopted on November 20, 2014
Amended on December 27, 2018**

DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meanings set out below:

“Board”	means	the board of Directors of the Company;
“Board Diversity Policy”	means	the board diversity policy of the Company;
“Committee”	means	the Nomination Committee of the Board of the Company;
“Company”	means	Linekong Interactive Group Co., Ltd.;
“Directors”	means	the directors of the Company, and “Director” means any one of them;
“GEM Listing Rules”	means	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited; and
“Independent Non-executive Directors”	means	non-executive Directors meeting the requirements of independence set out in the GEM Listing Rules, and “Independent Non-executive Director” means any one of them.

Members

1. The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors.
2. 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.
3. The secretary of the Committee shall be the Company's secretary or any person designated as such by the Committee from time to time.

Proceedings

4. The quorum for meetings of the Committee shall be two members.
5. The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under the GEM Listing Rules or other regulatory requirements applicable to the Company from time to time.

Authority

6. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
7. The Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate.

Duties

8. The duties of the Committee are:
 - 8.1 to review at least once a year the number, composition and organizational structure of the Board (including the skills, knowledge reserve, work experience and diversification of the Board members), and to advise on personnel changes of the Board so as to strengthen the Company's development strategy;
 - 8.2 to consider the criteria and procedures for selecting Directors and chief executive officer and make recommendations thereon to the Board; to develop or revise the Board Diversity Policy and focus on developing board diversity in the member selection process. Factors to consider include but are not limited to gender, age, culture, perspectives, education background, and work experience;

- 8.3 to identify qualified candidates as Directors and provide advice to the Board on the nomination of candidates after due consideration on the Company's Board Diversity Policy, requirements for serving as a Director of the Company under the Company's articles of association, GEM Listing Rules and applicable laws and regulations, and the potential contributions that the candidate can bring to the board in terms of qualifications, skills, experience, independence and gender diversity;
- 8.4 to assess the independence of Independent Non-executive Directors with reference to the factors set out in Rule 5.09 of the GEM Listing Rules and any other factors deemed appropriate by the Committee or the Board. If a proposed Independent Non-executive Director will be holding their seventh (or more) listed company directorship, assess his/her ability to devote sufficient time to Board matters;
- 8.5 to review the particulars of the candidates for chief executive officer of the Company and make recommendations thereon;
- 8.6 to provide advice on the appointment, re-appointment and succession plan of Directors to the Board, especially on the positions of chairman of the Board and chief executive officer;
- 8.7 to evaluate on the structures of committees under the Board, recommend the Board members to serve as members of relevant committees, and submit to the Board for approval;
- 8.8 to establish the plan for reserving potential Directors and make updates from time to time;
- 8.9 to evaluate the work of Directors and provide advice or recommendations on the replacement of Directors based on the evaluation results;
- 8.10 to review the Nomination Policy (as defined in clause 10 below) and the Board Diversity Policy regularly;
- 8.11 to consider the succession plan of the Board members, and conduct regular reviews thereon; and
- 8.12 to deal with other matters as authorized by the Board.

The relevant departments of the Company are responsible to cooperate with the Committee to carry out its work and provide relevant materials. The Committee shall be provided with sufficient resources to discharge its duties.

9. The Committee shall be accountable to the Board. The recommendations provided by the Committee shall be submitted to the Board for consideration and approval. In the absence of sufficient reasons or reliable evidence, the controlling shareholder(s) of the Company shall respect the recommendations provided by the Committee. The Board shall be ultimately responsible for all matters in relation to the selection and appointment of the Directors.

Nomination Policy

10. The provisions set out in clauses 8.1 to 8.4 above are regarded as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions constitute the nomination policy of the Company (the “**Nomination Policy**”). The objective of the Nomination Policy is to ensure the members of the Board possess the skills, experiences, and multiple perspectives required for the business of the Company.

Working Procedures

11. The relevant department of the Board shall serve as the day-to-day working body of the committee and shall be responsible for the preliminary preparation work of the Committee and assisting the preparation of relevant materials for meetings.
12. The selection procedures of Directors are as follows:
 - 12.1 the Board office and the Committee shall actively communicate with the relevant departments of the Company to assess the demand for new Directors and their re-election and prepare written materials;
 - 12.2 the Committee may extensively seek candidates for Directors within the Company, its holding (or non-wholly owned) enterprises, as well as in the recruitment market;
 - 12.3 the Committee, with due consideration of the relevant requirements including but not limited to the Nomination Policy and the Board Diversity Policy, may identify persons who are eligible to become members of the Board and, where appropriate, assess the independence of the proposed Independent Non-executive Directors. The Committee shall gather and know about the information of the preliminary candidates’ occupation, education background, job title, detailed work experience and all the part-time positions, and prepare written materials;
 - 12.4 to seek the written consent from the nominated candidates on the proposed nomination; otherwise, such nominated candidates shall not be considered as candidates for Directors and chief executive officer;
 - 12.5 to convene Committee meetings to review the qualifications of the preliminary candidates against the requirements for being the Directors and chief executive officer;
 - 12.6 to submit proposals and relevant materials to the Board in respect of candidates for Directors and Directors re-election within a reasonable time prior to the election of new Directors and re-election of Directors; and
 - 12.7 to carry out other follow-up work according to the decision(s) and feedback of the Board.

Miscellaneous

13. Minutes of meetings of the Committee shall be kept by the secretary of the meetings of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary of any meeting of the Committee shall circulate the minutes for which he has acted as secretary in draft and final forms to all members of the Committee within a reasonable time after such meeting is held.
14. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.