

**FORGAME HOLDINGS LIMITED**

雲遊控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00484)**

**Terms of Reference for the  
Nomination Committee of  
Forgame Holdings Limited  
(the “Company”)**

## Definitions

1. For the purposes of these terms of reference (the “**Terms**”):

**Board** means the board of directors of the Company.

**Chief Financial Officer** means the senior officer of the Company responsible for financial management as appointed by the Board from time to time.

**Company Secretary** means the company secretary (or any one of the joint company secretaries, as the case may be) of the Company.

**Directors** means the members of the Board.

**Listing Rules** means The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

**Nomination Committee** means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

**Senior Management** means the president, executive vice presidents, chief executive officer, Chief Financial Officer, chief products officer, chief operations officer, chief information officer, general counsel, Company Secretary and any other officers of the Company as may be appointed by the Board from time to time; and any other employees of the Company as may be determined by the Company’s Remuneration Committee to be part of Senior Management.

**Shareholders** means the shareholders of the Company.

**Stock Exchange** means The Stock Exchange of Hong Kong Limited.

## Constitution

2. The Nomination Committee was established by resolutions of the Board on September 1, 2013.

## Membership

3. The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee one of whom must be independent non-executive Director.
4. The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director.
5. No member of the Nomination Committee shall receive, either directly or indirectly, any remuneration other than Directors’ fees from the Company for any advisory or consultancy role or otherwise.
6. The term of office of a member of the Nomination Committee shall correspond to that of a Director.

A.5.1

### **Frequency and procedure of meetings**

7. Unless otherwise stated herein, the meetings of the Nominating Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company's Articles of Association.
8. Meetings shall be held not less than once a year. The Chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.
9. An agenda and any accompanying Board papers should be sent in full to all Directors in a timely manner and at least three days before the proposed date of a meeting of the Nomination Committee (or other agreed period). A.7.1
10. Senior Management is obliged to supply the Directors with adequate information, in a timely manner, in order to enable them to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than the information initially provided by Senior Management, then that Director is entitled and encouraged to request further information until satisfied. All Directors shall have separate and independent access to Senior Management. A.7.2
11. The Secretary of the Nomination Committee shall be a Company Secretary or his/her appointed delegate.

### **Annual General Meeting**

12. The Chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any Shareholder questions on the Nomination Committee's activities. E.1.2
13. If the Chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Nomination Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any Shareholder questions on the Nomination Committee's activities.

### **Authority**

14. The Nomination Committee is authorised by the Board to investigate any activity mentioned in these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
15. The Nomination Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee. A.5.4

### **Duties**

16. The duties of the Nomination Committee shall include:

- (a) reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; A.5.2(a)
- (b) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman of the Board and the Chief Executive Officer; A.5.2(d)
- (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship; A.5.2(b)
- (d) assessing the independence of independent non-executive Directors; A.5.2(c)
- (e) before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation preparing a description of the roles and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall, where applicable and appropriate:
  - (i) use open advertising or the services of external recruiters to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (f) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- (g) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (h) reviewing annually the time commitment required from non-executive Directors. Performance evaluations should be used to assess whether the non-executive Directors are spending enough time to fulfil their duties; and
- (i) ensuring that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

17. The Nomination Committee shall also make recommendations to the Board concerning:

A.5.2(d)

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) suitable candidates for the role of independent non-executive Directors;
- (c) membership of the Company's Audit and Compliance Committee and Remuneration Committee, in consultation with the chairmen of those committees;
- (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (e) the re-election by Shareholders of any Director under the "retirement by rotation" provisions in Articles 104-105 of the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (f) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the company subject to the provisions of the law and his service contract; and
- (g) the appointment of any Director to executive or other office.

A.5.2(d)

### **Reporting procedures**

- 18. Full minutes of the Nomination Committee's meetings should be kept by the Secretary of the Nomination Committee as designated in clause 11 of these Terms, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director. A.1.4
- 19. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings. A.1.5
- 20. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so. D.2.2

### **Provision of Terms**

- 21. The Nomination Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining the role of the Nomination Committee and the authority delegated to it by the Board. A.5.3

### **Approval of Disclosure Statements**

22. The Nomination Committee shall be responsible for approving all disclosure statements in relation to the Nomination Committee, including but not limited to relevant disclosure statements in annual reports, half-year reports and information uploaded on the Stock Exchange's website and the Company's website.

**Review of Terms**

23. The Nomination Committee shall review these Terms annually, and may consider and submit to the Board any proposed changes that the Nomination Committee deems appropriate or advisable.