


IMAGI INTERNATIONAL HOLDINGS LIMITED
意馬國際控股有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 585)

NOMINATION COMMITTEE
TERMS OF REFERENCE

1 Constitution

The board of directors (the “Board”) of Imagi International Holdings Limited (the “Company”) has established a nomination committee (the “Nomination Committee”) with authorities, responsibilities and specific duties described below.

2 Membership

2.1 Members of the Nomination Committee (the “Member(s)”) shall be appointed by the Board from time to time.

2.2 The Nomination Committee shall comprise a minimum of three Members. The majority of the Members shall be independent non-executive directors.

2.3 The chairman of the Nomination Committee (the “Committee Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman, the remaining Members present shall elect one of the Members to chair the meeting.

2.4 The company secretary of the Company shall act as the secretary of the Nomination Committee. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

3 Quorum and Meetings

3.1 The Nomination Committee shall meet with such frequency and at such times as it may determine, but in any event not less than once a year.

3.2 The Nomination Committee shall be convened by the secretary of the Nomination Committee at the request of any of its Members.

* *for identification purpose only*

- 3.3 The quorum for a meeting shall be two Members. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Nomination Committee.
- 3.4 The secretary of the Nomination Committee shall ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly. The relevant Member(s) shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Nomination Committee in which he/she or his/her associate(s) has a material interest.
- 3.5 Members may participate in any meeting either in person or by means of a conference telephone, or other electronic means of communication or in such other manner as the Members may agree. For the purposes of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- 3.6 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.7 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), a resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Any such resolution may be contained in a single document or any consist of several documents all in like form.
- 3.8 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and such minutes shall be available for inspection by any Members or the Board at any reasonable notice.
- 3.9 Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.
- 3.10 At the invitation of the Nomination Committee, the directors, external advisers and other persons may attend all or part of any meeting. However, only the Members are entitled to vote at the meetings.

4 Authorities

4.1 The Nomination Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities where necessary.

4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

5 Responsibilities and Duties

5.1 To review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

5.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s). In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board.

5.3 To assess the independence of independent non-executive directors.

5.4 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Nomination Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in future and ensure that senior management succession planning is discussed at the Board at least once annually.

5.5 To monitor the implementation of the Board diversity policy of the Company (the "Board Diversity Policy"); and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress towards the achievement of any objectives; and make disclosure of its review results in the Corporate Governance Report annually.

5.6 To regularly review the Board Diversity Policy to ensure its effectiveness and recommend any revision that may be required to the Board for consideration and approval.

5.7 To formulate, review and implement, as appropriate, the nomination policy, selection criteria and nomination procedures for identification, selection and nomination of candidates for the director for the Board's approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.

- 5.8 To regularly review the time commitment required from directors to perform their responsibilities and to evaluate whether he/she has committed adequate time to discharge his/her responsibilities.
- 5.9 To evaluate the needs for, and monitor the training and development of, the directors.
- 5.10 To conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

6 Annual General Meeting

The Committee Chairman or in his/her absence, another Member or failing this, his/her duly appointed delegate, shall attend and be available to answer questions at the annual general meeting of the Company.

7 Reporting

The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Committee Chairman shall report to the Board on the findings and recommendations of the Nomination Committee.

8 Other Matters

- 8.1 A copy of these terms of reference shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company.
- 8.2 If there is any inconsistency between the English and Chinese version of this terms of reference, the English version shall prevail.

(adopted with effect on 1 January 2019)