

CHINA PARTYTIME CULTURE HOLDINGS LIMITED
中國派對文化控股有限公司
(the “*Company*”)
(incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE
(Adopted by the Company on 7 August 2015 and amended on 31 December 2018 and 30
December 2022)

1. MEMBERSHIP

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (the “**Board**”) of the Company.
- 1.2 The majority of the members of the Nomination Committee shall be independent non-executive directors (“**INEDs**”).

2. CHAIRMAN

- 2.1 The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

3. SECRETARY

- 3.1 The company secretary of the Company (“**Company Secretary**”) shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

4. PROCEEDINGS OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

4.1 Quorum

- 4.1.1 The quorum for meetings of the Nomination Committee shall be any two members (at least one of whom should be an INED).

4.2 Frequency of meetings

4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 The other directors, Company Secretary (or his/her delegate(s)), human resources officer and relevant senior management and persons(s) invited by a Nomination Committee member may attend meetings of the Nomination Committee from time to time where the Nomination Committee considers their presence necessary or appropriate to assist the Nomination Committee to perform its duties.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members through the Company Secretary.

4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice (containing details of the venue, time and date of the meeting) of at least 14 days shall be given for a regular meeting of the Nomination Committee. For all other meetings of the Nomination Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting.

4.5.2 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

- 4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Nomination Committee.

5. RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

- 5.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).
- 5.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include the following:
- (a) To review the structure, size and composition (including but not limited to gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience and other qualities of directors) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) To receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board’s compositional requirements and suitability of the nominees;
 - (d) To implement and review the effectiveness of the Board Diversity Policy (the “**Board Diversity Policy**”), as appropriate, recommend any revisions of the Board Diversity Policy to the Board; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives on a regular basis; and disclose the Board Diversity Policy or a summary of such policy, in particular, the measurable objectives that it has set for implementing the Board Diversity Policy and the progress on achieving the objectives and its review results in the Company’s corporate governance report annually;
 - (e) to establish mechanism(s) to ensure independent views and input are available to the Board, to disclose such mechanism(s) in its corporate governance report, and to review the implementation and effectiveness of such mechanism(s) on an annual basis;

- (f) Develop, review and disclose the policy for nomination of directors (the “**Nomination Policy**”), as appropriate, in the Company’s corporate governance report annually. The Nomination Policy shall set out, inter alia, the nomination procedures, process and criteria to select and recommend candidates for directorship;
- (g) To assess the independence of INEDs;
- (h) To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- (i) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (a) the process used for identify the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (c) if the proposed independent non-executive director has served more than nine years, why the Board (or the Nomination Committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving at such determination and such Director’s further appointment should be subject to a separate resolution to be approved by the shareholders of the Company; (d) the perspectives, skills and experience that the individual can bring to the board; and (e) how the individual contributes to diversity of the board; and
- (j) Where all the independent non-executive directors of the Company have served more than nine years on the Board, the Company should: (a) disclose the length of tenure of each existing independent non-executive director on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the annual general meeting; and (b) appoint a new independent non-executive Director on the Board at the forthcoming annual general meeting.

5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties and shall have access, at the Company’s expense, to independent professional advice if necessary.

5.4 All members of the Nomination Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company’s senior management for obtaining necessary information.

6. REPORTING RESPONSIBILITIES

- 6.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. ANNUAL GENERAL MEETING

- 7.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

8. AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS

- 8.1 The Nomination Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers to the Board for approval.
- 8.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Nomination Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.
- 8.3 The Nomination Committee shall make available these terms by publishing them on the websites of the Stock Exchange of Hong Kong Limited and the Company.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.