

**Television Broadcasts Limited**  
**(“Company”)**

**Terms of Reference**  
**of**  
**Nomination Committee**

**Constitution**

1. A committee of the Board of Directors of the Company (“Board”), as resolved by the Board, shall be known as the Nomination Committee (“Committee”) with its terms of reference. The Committee was established on 21 March 2012.
2. The Committee is responsible for making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and for determining the policy for nomination of Directors, the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship.

**Membership**

3. The Committee shall be appointed by the Board from amongst the Directors of the Company.
4. The Committee shall consist of not less than three members and the majority of Committee members shall be Independent Non-executive Directors of the Company.
5. The Committee shall be chaired by the Chairman of the Board or an Independent Non-executive Director.
6. The Company Secretary shall act as the secretary to the Committee.

**Frequency of Meetings**

7. The Committee shall meet at least annually and timely before the holding of annual general meeting where appointment of directors will be considered. Additional meetings may be held as the work of the Committee demands.

8. A quorum for any meeting shall be two members.
9. Notice of meeting of the Committee may be given in writing or by telephone or in such manner as the Committee may from time-to-time to determine.
10. Proceedings of meetings of the Committee shall be governed by the provisions of the Company's articles of association ("Articles").

### **Authority**

11. The Committee is authorised by the Board to perform its duties and functions within its terms of reference and to do any acts conferred on the Committee by the Board.
12. The Committee is authorised by the Board to seek independent professional advice at the Company's expense, to perform its responsibilities and duties, where necessary.

### **Duties and Functions**

13. The Committee shall undertake the following duties:
  - (a) to review the structure, size and composition (including the skills, knowledge and experience) 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 follow the policy for nomination of Directors (including the nomination procedures and criteria for selection and recommendation of candidates for directorship, and the diversity policy);
  - (c) to assess the independence of Independent Non-executive Directors;
  - (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Managing Director;
  - (e) to develop a policy on diversity of Board members, and should disclose the policy or a summary of the policy in the corporate governance report; and

- (f) to take into account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any requirement that may from time-to-time be prescribed by the Board or contained in the Articles or imposed by any applicable laws and legislation when exercising their duties.
14. The Committee shall give adequate consideration to the following principles in carrying out its responsibilities for reviewing the Board composition:
- (i) The Board should have a balance of skills, and experience and diversity of perspectives appropriate to the requirements of the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive directors should be of sufficient calibre and number for their views to carry weight.
  - (ii) There should be a formal, considered and transparent procedure for the appointment of new directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.

### **Reporting Procedures**

15. The secretary to the Committee shall ensure that full minutes are kept of all Committee meetings and that draft and final versions of such minutes shall be circulated to all members of the Committee for their comments and records within a reasonable time after each meeting
16. The secretary to the Committee shall circulate the minutes of all Committee meetings to all members of the Board, and shall report to the Board on its works, decisions and recommendations in a timely manner.

Adopted and effective on 21 March 2012,  
1st Amendment on 21 August 2013,  
2nd Amendment on 5 December 2018,  
3rd Amendment on 26 August 2020.