

**Hangzhou Tongshifu Cultural and Creative (Group)  
Co., Ltd.**

**Terms of Reference of the Nomination Committee of  
the Board of Directors**

## CHAPTER 1 GENERAL PROVISIONS

**Article 1** In order to improve the governance structure of Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd. (hereinafter referred to as the “Company”), in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Articles of Association of Hangzhou Tongshifu Cultural and Creative (Group) Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant regulations, the board of directors of the Company has established a special committee, namely the nomination committee of the board of directors (hereinafter referred to as the “Nomination Committee”), and formulated these terms of reference.

**Article 2** The Nomination Committee is a special function established by the board of directors in accordance with the Articles of Association, which is primarily responsible for:

- (I) researching the selection criteria and procedures for directors and managers and making recommendations;
- (II) conducting extensive searches for qualified candidates of directors and managers;
- (III) reviewing and making recommendations on the candidates of directors and managers.

## CHAPTER 2 COMPOSITION

**Article 3** The Nomination Committee shall consist of three directors, with the chairman of the board of directors or an independent non-executive director acting as the convener, and the majority of its members shall be independent non-executive directors.

**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the board of directors, more than half of the independent directors, or more than one-third of all directors, and shall be elected by the board of directors. Personnel who do not meet the qualifications for appointment as provided in the preceding article shall not be elected as members of the Nomination Committee. If a member of the Nomination Committee is unsuitable for the position as provided in the preceding article during his/her term of office, the member shall voluntarily resign or be replaced by the board of directors of the Company.

**Article 5** The Nomination Committee shall have one chairperson (convener), who shall be an independent director, and shall be responsible for convening the meeting of the committee and presiding over the work of the committee. The chairperson shall be elected by the nominating members and shall be subject to the approval of the board of directors.

**Article 6** The term of office of members of the Nomination Committee shall be consistent with their term of office on the board of directors, which is three years, and the members are eligible for re-election upon the expiration of their term. During his/her term of office, if any member ceases to serve as a director of the Company, or if any member who has had the capacity of an independent non-executive director ceases to have the independence as required by the laws and regulations, the Articles of Association or the Hong Kong Listing Rules, he/she shall automatically lose his/her membership of the committee, and the vacancy shall be filled by the board of directors in accordance with the provisions of Articles 3 to 5 above. Members may resign from their positions as members before the expiration of their term of office. The resignation report shall provide necessary explanations on the reasons for resignation and matters that require

the attention of the board of directors. If the composition of the Nomination Committee does not meet the requirements of Articles 3 and 5 of these terms of reference, the board of directors shall immediately adjust or make up the composition as soon as possible in accordance with the requirements of the Hong Kong Listing Rules. The substitute member(s) shall hold office until the expiration of his/her term of office as a director. A member of the committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without cause except for the situations specified in the laws, regulations, the Articles of Association or the securities regulatory rules of the place where the Company's shares are listed.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 7** The Nomination Committee should make available its terms of reference on the websites of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") and the Company, explaining its role and the powers delegated to it by the board of directors. The Company shall provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice when performing its duties at the cost of the Company. The main duties and authorities of the Nomination Committee are:

- (I) to make recommendations to the board of directors on the size and composition of the board of directors based on the Company's operations, asset size and shareholding structure; review the structure, size and composition of the board of directors (including in terms of skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the board of directors to align with the Company's corporate strategy;
- (II) to research the selection criteria and procedures for directors, managers and other senior management and make recommendations to the board of directors;
- (III) to conduct extensive searches for qualified candidates of directors, managers and other senior management;
- (IV) to review and make recommendations on candidates of directors and managers;
- (V) to review and make recommendations on other senior management to be appointed by the board of directors;
- (VI) to review the independence of the independent non-executive directors; where the board of directors proposes a resolution to elect an individual as an independent non-executive director at the shareholders' meeting, the Nomination Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of such shareholders' meeting:
  - (1) the procedures adopted for identifying the individual, the reasons why the board of directors believes such individual should be elected and the reasons why it considers the individual is independent;
  - (2) if the proposed independent non-executive director will be appointed as a director for the seventh (or more) listed company, the reasons why the board of directors considers that the individual can still devote sufficient time to the board of directors;

- (3) the perspectives, skills and experience that the individual can bring to the board of directors; and
  - (4) how the individual contributes to board diversity.
- (VII) to make recommendations to the board of directors on the appointment or re-appointment of directors and succession planning for directors (particularly the chairman of the board of directors and the general manager); and
- (VIII) other matters required by relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and authorized by the board of directors.

**Article 8** The Nomination Committee shall be accountable to the board of directors, and its proposals shall be submitted to the board of directors for consideration and decision.

## **CHAPTER 4 RULES OF PROCEDURE**

**Article 9** Meetings of the Nomination Committee shall be classified as regular meetings and interim meetings. Regular meetings shall hold at least once each year. Interim meetings may be convened upon the proposal of the chairperson or more than half of the members.

**Article 10** A meeting of the Nomination Committee shall be convened and presided over by the convener. Where the convener is unable or fails to perform such duties, another independent director shall be responsible for convening and presiding over the meeting.

**Article 11** Where a meeting of the Nomination Committee is to be convened, all members shall be notified three days prior to the meeting.

**Article 12** Meetings of the Nomination Committee shall be held in the presence of more than two-thirds of the members. Each member shall have one vote. Resolutions made at the meeting must be passed by over half of all members.

**Article 13** The voting at a meeting of the Nomination Committee may be conducted by show of hands or by poll. Meetings of the Nomination Committee may be convened in the form of vote by communications.

**Article 14** The Nomination Committee may, as necessary, invite the Company's directors, managers and other senior management to attend the meeting.

**Article 15** If necessary, the Nomination Committee may engage intermediary agencies to provide professional advice to facilitate its decision-making at the cost of the Company.

**Article 16** When a meeting of the Nomination Committee is held to discuss any issue related to a member of the committee at a meeting, such related member shall abstain from the meeting. Such meeting of the Nomination Committee may be held as long as it is attended by over half of non-related members, and resolutions made at the meeting shall be subject to approval by over half of non-related members. Where the number of non-related members attending the meeting is less than half of the total number of non-related members of the Nomination Committee, such issue shall be submitted to the board of directors for consideration.

**Article 17** The convening procedure and voting method of a meeting of the Nomination Committee as well as the resolutions passed at the meeting shall comply with relevant laws and regulations as well as the provisions of the Articles of Association and these terms of reference.

**Article 18** Meetings of the Nomination Committee shall have minutes. The minutes shall be signed by members present at the meeting and maintained by the secretary to the board of directors.

**Article 19** The resolutions passed at the meeting of the Nomination Committee and the poll results shall be reported to the board of directors in writing.

**Article 20** Members and relevant personnel attending the meeting are obliged to maintain confidentiality regarding the matters discussed at the meeting. Without consideration and approval at the shareholders' meeting or from the board of directors and before the public disclosure of such matters, they shall not disclose any relevant information to anyone without authorization, except for statutory reasons or compulsory orders from the competent authorities.

## **CHAPTER 5 SUPPLEMENTAL PROVISIONS**

**Article 21** Matters not covered in these terms of reference shall be dealt with in accordance with laws, regulations, normative documents and the relevant provisions of the securities regulatory authority of the place where the Company's shares are listed, taking into account the actual situation of the Company. In the event of any conflict between these terms of reference and the laws, regulations, normative documents and the provisions of the securities regulatory authority of the place where the Company's shares are listed as promulgated from time to time, the laws, regulations, normative documents and the provisions of the securities regulatory authority of the place where the Company's shares are listed shall prevail.

**Article 22** All references in these terms of reference to "more than" shall include the relevant number itself.

**Article 23** These terms of reference shall be interpreted and amended by the board of directors of the Company.

**Article 24** These terms of reference were considered and approved by the board of directors and shall come into effect and be implemented on the date when H Shares of the Company are listed and traded on the Hong Kong Stock Exchange.

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