

Pacific Online Limited
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)
太平洋網絡有限公司
(「本公司」)
(於開曼群島註冊成立的有限公司)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE
提名委員會的職權範圍

1. MEMBERSHIP 成員

- 1.1 Members of the Nomination Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of the Company.
提名委員會（「**委員會**」）的成員須由本公司董事會（「**董事會**」）委任。
- 1.2 The majority of the members of the Committee shall be independent non-executive directors.
委員會的大部份成員須為獨立非執行董事。

2. CHAIRMAN 主席

- 2.1 The chairman of the Committee shall be appointed by the Board and shall either be the Chairman of the Board or an independent non-executive director.
委員會的主席須由董事會委任，並須由董事會主席或獨立非執行董事擔任。

3. SECRETARY 秘書

- 3.1 The secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present at the meeting of the Committee shall attend the meeting of the Committee and take minutes.
委員會的秘書由本公司秘書（「**公司秘書**」）出任。公司秘書（如其未能出席，則其委派的代表或由委員會在會議上委任的人士）應出席委員會會議及為會議作記錄。

4. PROCEEDINGS OF THE COMMITTEE MEETINGS 委員會會議的程序

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

除下文另有指明外，載列於本公司的組織章程細則（不時作出修訂）有關規範董事會會議程序的條文，亦適用於委員會會議。

4.1 Quorum 法定人數

4.1.1 The quorum for meetings of the Committee shall be any two members.

委員會會議的開會法定人數為任何兩名成員。

4.1.2 The secretary of a Committee meeting shall ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she or his/her associates has a material interest.

在委員會會議開始時，會議秘書應確定是否存在任何利益衝突並作相應記錄。若有委員會成員或其聯繫人於委員會會議上任何議案中佔有重大利益，有關成員不得計入出席會議的法定人數，並且必須放棄表決。

4.2 Frequency of meetings 會議次數

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

委員會應每年召開至少一次定期會議。委員會亦可在有需要時召開額外會議。

4.3 Attendance at meetings 出席會議

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

委員會成員可親自出席委員會會議，或透過其他電子溝通方式或由成員協定的其他方式參與會議。

4.3.2 Where appropriate or required, other directors, head of human resources, relevant senior management and persons(s) invited by a Committee member may attend meetings of the Committee.

在合適或需要的情況下，其他董事、人力資源部主管、相關高級管理人員及由委員會成員邀請的人士可出席委員會會議。

4.4 Notice of meetings 會議通告

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

委員會會議可由其任何一位成員或公司秘書召開。

4.4.2 Unless otherwise agreed by all the members of the Committee, notice of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

除非委員會全體成員另作協議，否則委員會定期會議的通知應最遲在會議舉行日期前 7 天發出。至於其他委員會會議，應發出合理通知。

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

會議議程及全部相關會議文件應最遲在會議舉行日期前 3 天（或由成員協定的其他時限）送交委員會全體成員及（如適合）其他出席會議人士。

4.5 Minutes of meetings 會議紀錄

4.5.1 The secretary of a Committee meeting shall record in sufficient detail the matters considered by the Committee and decisions reached, including the names of those present and in attendance and any concerns raised by any member of the Committee and/or dissenting views expressed.

委員會會議的秘書應對委員會在會議上所考慮事項及達致的決議作足夠詳細的記錄，其中應該包括出席會議人士的姓名和委員會成員提出的任何疑慮及/或表達的反對意見。

4.5.2 Draft and final versions of minutes of a Committee meeting shall be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting is held.

委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內發送予委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

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

委員會的完整會議紀錄應由公司秘書保存，若有委員會或董事會成員發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。

4.6 Written resolutions 書面決議案

- 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 Committee.
在不影響香港聯合交易所有限公司證券上市規則(「《上市規則》」)的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。

5. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE 委員會的責任及職權

- 5.1 The responsibilities and authorities of the 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 to the Listing Rules (as amended from time to time).
委員會的責任及職權應包括載列於《上市規則》附錄 14 - 《企業管治守則》(不時作出修訂) 之相關守則條文內的責任及職權。
- 5.2 The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，以滿足其任何要求。
- 5.3 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
在不影響《企業管治守則》的任何規定下，委員會的職責包括以下各項：
- (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.
至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。
 - (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.
物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。
 - (c) To assess the independence of independent non-executive directors.
評核獨立非執行董事的獨立性。

- (d) To make 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.

就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議。

- 5.4 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.

委員會應獲提供充足資源以履行其職責，及在有需要時可尋求獨立專業意見。

- 5.5 All members of the 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.

委員會的所有成員均可聯絡公司秘書尋求其意見及獲取其服務，成員亦可個別聯絡本公司的高級管理人員以獲取所需資料。

6. REPORTING RESPONSIBILITIES 匯報責任

- 6.1 The 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).

委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

7. ANNUAL GENERAL MEETING 股東周年大會

- 7.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her 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 Committee's work and responsibilities.

委員會主席應出席股東周年大會（若其未能出席，則委員會的另一名成員出席，或如該名成員未能出席，則其適當委任的代表出席），並於會上回答有關委員會的工作及責任的提問。

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。