

GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED
NOMINATION COMMITTEE
TERMS OF REFERENCE

(As adopted on 10 September 2007 and revised on 22 March 2012)

1. Constitution

The nomination committee (the “Nomination Committee”) is a committee of the board of directors (“Board”).

2. Membership

2.1 The Nomination Committee members shall be appointed by the Board. A majority members of the Nomination Committee should be independent non-executive Directors (“INEDs”).

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

3 Secretary of Committee

3.1 The company secretary shall be the secretary of the Nomination Committee.

4. Attendance and frequency of meetings

4.1 Meetings shall be held not less than once a year. The Committee members may call any meetings as and when necessary.

4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 7 days shall be given for a meeting of the Nomination Committee.

4.3 A quorum shall be 3 members.

4.4 Other Directors, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

5. Authority

5.1 The Committee is authorised by the Board to seek any necessary information which is within the Committee’s scope of duties from the employees.

5.2 The Committee is authorised by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant

experience and expertise if it considers necessary.

5.3 The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

6. Duties

6.1 The duties of the Committee shall be:

- (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 Directors and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (c) 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 chief executive;
- (d) to assess the independence of independent non-executive Directors; and
- (e) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

7. Reporting procedures

7.1 The Nomination Committee should report to the Board after each meeting.

7.2 The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.