

GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code:8271)

(the “Company”)

NOMINATION COMMITTEE-TERMS OF REFERENCE

1. Constitution

1.1 The nomination committee (the “**Nomination Committee**”) is a committee of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.提名

2. Membership

2.1 The Nomination Committee members (the “**Member(s)**”) shall be appointed by the Board.

2.2 A majority members of the Nomination Committee should be independent non-executive Directors (“**INED(s)**”), with at least one Member of a different gender.

2.3 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 of the Nomination Committee

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

4. Meetings

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

4.2 Unless otherwise agreed by all the Members, 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 Members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.
- 4.5 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means at which all persons participating in the meeting are capable of hearing each other.
- 4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

5. Authority

- 5.1 The Nomination Committee is authorised by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.
- 5.2 The Nomination 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 Nomination Committee shall be:
- (a) to review the structure, size and composition (including, the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in maintaining a board skills matrix, 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 INEDs;
- (e) to support the regular evaluation of the performance of the Board; and
- (f) to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

7. Reporting responsibilities

7.1 The secretary shall circulate the minutes of meetings of the Nomination Committee to all Members.

7.2 The Nomination Committee should report to the Board as and when appropriate.

Updated on: 20 /08/2025