

FIH MOBILE LIMITED
(THE “COMPANY”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Adopted by the Board on 22 March 2012
Amended and adopted by the Board on 12 August 2013
Amended and adopted by the Board on 12 December 2018

DEFINITIONS

1. For the purposes of these terms of references (the *Terms*):

Board means the board of directors of the Company.

Company Secretary means the company secretary of the Company.

Director means any director of the Company.

Independent Non-Executive Directors means the independent non-executive directors of the Board.

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Non-Executive Directors means the non-executive directors of the Board.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

MEMBERSHIP

2. The Nomination Committee shall be appointed by the Board from amongst the Non-Executive Directors and the chairman of the Board and shall consist of not less than three members, a majority of whom shall be Independent Non-Executive Directors. The chairman of the Nomination Committee shall be appointed by the Board and must be an Independent Non-Executive Director or the chairman of the Board, as determined by the Board from time to time.

MEETINGS

3. Meetings shall be held at least once a year (as necessary). The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee. A quorum for a meeting of the Nomination Committee shall be two members. The meeting may be held by way of telephone conference so long as the members present can listen to and talk to each other.

4. The Company Secretary shall be the secretary of the Nomination Committee.

AUTHORITY

5. The Nomination Committee is authorised by the Board to perform its duties within these Terms. It is authorised to seek any information from any member of the Board or the management or human resources department or any other employee who is directed to co-operate with any request made by the Nomination Committee.

6. The Nomination Committee is also authorised by the Board to obtain sufficient resources to perform its duties at the Company's expense, including to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

DUTIES

7. The Nomination Committee shall have the following duties:

- (a) to review the structure, size and composition (including the skills, knowledge, ability, experience and diversity of perspectives) 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 select or make recommendations to the Board on the selection of individuals nominated for Directorships, based on merits and having due regard to the benefits of the appropriate diversity of the Board, and to implement and review the related nomination policy, including the nomination procedures, process and criteria (as adopted and amended by the Board from time to time) and make recommendations to the Board on the same;
- (c) to implement and review the Board diversity policy (as adopted and amended by the Board from time to time); in addition and without prejudice to the foregoing, to monitor and review the measurable objectives referred to in the said Board diversity policy and also the progress towards achieving such measurable objectives by considering candidates on merits as well as against the said measurable objectives with due regard for the benefits of the appropriate diversity of the Board and also the candidates' potential contributions thereto; to disclose the said Board diversity policy or a summary of such policy in the corporate governance report which will be included in each annual report of the Company; and to make recommendations to the Board on any of the aforesaid matters;
- (d) to assess the independence of the Independent Non-Executive Directors;

- (e) to make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors, in particular the chairman of the Board and the Chief Executive Officer of the Company, to maintain a balance of skills, knowledge, ability, experience and diversity of perspectives within the Board; and
- (f) to make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

REPORTING PROCEDURES

8. Without prejudice to the generality of the terms of reference for the Nomination Committee set out above, the Nomination Committee shall report to the Board and keep the Board fully informed of its actions, decisions or recommendations, unless there are relevant legal or regulatory restrictions on its ability to do so.

9. Full minutes of the Nomination Committee meetings shall be kept by the Company Secretary. The Company Secretary shall circulate the draft and final versions of full minutes of meetings and reports of the Nomination Committee to all members of the Nomination Committee for their comment and records within a reasonable time after the meeting.