

**Boyaa Interactive International Limited**  
**博雅互動國際有限公司**

**Terms of reference of  
the Nomination Committee  
of the Board of the Company**

**Adopted on October 25, 2013**

## DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meanings set out below:

<b>“Board”</b>	means the Board of Directors of the Company;
<b>“Committee”</b>	means the Nomination Committee of the Board of the Company;
<b>“Company”</b>	means Boyaa Interactive International Limited;
<b>“Directors”</b>	means the directors of the Company, and <b>“Director”</b> means any one of them;
<b>“Independent Non-executive Directors”</b>	means non-executive Directors meeting the requirements of independence set out in the Listing Rules, and <b>“Independent Non-executive Director”</b> means any one of them; and
<b>“Listing Rules”</b>	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## Members

1. The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors. App 14  
A.5.1
2. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an Independent non-executive Director.
3. The secretary of the Committee shall be the Company's secretary or any person designated as such by the Committee from time to time.

## Proceedings

4. The quorum for meetings of the Committee shall be two members.
5. The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

## Authority

6. 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 cooperate with any request made by the Committee.
7. The Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate.

## Duties

8. The duties of the Committee are:
  - 8.1 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; App 14  
A.5.2(a)
  - 8.2 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; App 14  
A.5.2(b)
  - 8.3 to assess the independence of Independent Non-executive Directors; and App 14  
A.5.2(c)

- 8.4 to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive. App 14  
A.5.2(d)

### **Miscellaneous**

9. Minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes for which he has acted as secretary in draft and final forms to all members of the Committee within a reasonable time after such meeting is held. App 14  
A.1.4  
A.1.5
10. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so. App 14  
D.2.2