



UTS Marketing Solutions Holdings Limited
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 6113)

Nomination Committee - Terms of Reference

The board of directors (the “**Board**”) of UTS Marketing Solutions Holdings Limited (the “**Company**”) has established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”) with its constitution and particular duties set out below:-

1. Membership

- 1.1 The members of the Nomination Committee (the “**Members**”) shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors of the Company.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board. The chairman of the Nomination Committee must be the chairman of the Board or an independent non-executive director of the Company.
- 1.3 The term of each appointment to the Members shall be determined by the Board upon appointment.

2. Secretary of Nomination Committee

- 2.1 The company secretary of the Company or in his / her absence, his / her delegate, shall be the secretary of the Nomination Committee (the “**Secretary**”).
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the Secretary.

3. Meetings

- 3.1 Meeting of the Nomination Committee shall be held at least once every year. The Members may at any time request a meeting if they consider necessary.
- 3.2 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each Member, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least seven (7) days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the Member at the meeting would deem to be treated as the waiver of the required notification requirement.
- 3.3 Notice shall be given to each Member orally in person or in writing or by telephone or by facsimile or electronic transmission at the email address from time to time notified to the Secretary by such Member or by such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing.

- 3.4 The quorum of the Nomination Committee shall be two (2) Members, one of them must be an independent non-executive director of the Company.
- 3.5 The Members may attend meetings either in person, by telephone conference or other communications equivalent through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence as a meeting as if those participating were present in person.
- 3.6 Resolutions of the Nomination Committee shall be passed with a simple majority of votes.
- 3.7 In the case of an equality of votes at a meeting of the Nomination Committee, the chairman of the meeting shall have the casting vote.
- 3.8 Resolutions signed by all Members will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- 3.9 Minutes of the Nomination Committee meetings shall be kept by the Secretary and shall be made available for inspection by any Member and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Members for their comments and records within a reasonable time after the meeting. Once they are agreed, the Secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4. Attendance of meetings

- 4.1 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive, external consultant and other Board members may attend all or any of the meetings.
- 4.2 Only the Members shall have the voting powers. Other Board members, apart from the Members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

5. Authority

- 5.1 The Nomination Committee is authorized by the Board when necessary to seek any information it requires from the senior management of the Company to order to perform its duties.
- 5.2 The Nomination Committee is authorized by the Board when necessary to seek independent professional advice, at the Company's expenses, to perform its responsibilities.
- 5.3 The Company should provide the Nomination Committee with sufficient resources for it to perform its duties.

6. Duties and responsibilities

The duties of the Nomination Committee shall include, but shall not be limited to the following:

- 6.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 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;
- 6.3 to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman and the chief executive;
- 6.4 to assess the independence of independent non-executive directors of the Company;
- 6.5 to review the board diversity policy as appropriate and to review the measurable objectives under the board diversity policy and the progress of the attainment of the objectives, so as to ensure effective implementation; and make disclosure of its review results in the corporate governance report; and
- 6.6 where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting of the Company, the Nomination Committee should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting of the Company why they believe he should be elected and the reasons why they consider him to be independent.

7. Reporting responsibilities

After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities within a reasonable time after the meeting.

8. Disclosure

The Nomination Committee should make available these Terms of Reference by including them on the Stock Exchange's website and the Company's website.

9. Interpretation and amendments

- 9.1 The power of interpretation of these Terms of Reference shall be vested in the Board.
- 9.2 The Board may amend these Terms of Reference from time to time.
- 9.3 If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

(Adopted by the Company pursuant to the Board's resolutions passed on 14 June 2017)