



SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 205)

NOMINATION COMMITTEE

TERMS OF REFERENCE

(Updated with effect from 1 January 2019)

Constitution

1. The Board resolved to establish a committee of the Board known as the Nomination Committee.

Membership

2. The Nomination Committee shall be appointed by the Board and shall consist of not less than two members, a majority of whom should be independent.
3. The chairman of the Nomination Committee shall be appointed by the Board.

Attendance at meeting

4. The Company Secretary shall act as the secretary of the Nomination Committee.

Frequency of meeting

5. Meetings shall be held as and when required to consider and review the structure, size and composition of the Board and make recommendations to the Board.

Authority

6. The Nomination Committee is authorized by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.

Duties

7. The duties of the Nomination Committee shall be:
 - (a) to review the Board's structure, size and composition under diversified perspectives at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (b) to monitor the implementation of Board Diversity Policy (the “**Policy**”); to review the Policy, as appropriate, to ensure the effectiveness of the Policy; to discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.
- (c) to identify individuals suitable and qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assess the independence of independent non-executive directors, having regard to the requirements under the Listing Rules; and
- (e) 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.
- (f) where the Board proposes a resolution to elect an individual as an independent at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used for identifying the candidate and the reasons why the Board believes the candidate should be elected and why it considers the candidate to be independent;
 - if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, the reason the board believes the candidate would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that the candidate can bring to the Board; and
 - how the candidate can contribute to the diversity of the Board;

Procedures

8. The chairman, in consultation with the person responsible for Human Resources and the secretary of the Nomination Committee, should be primarily responsible for drawing up and approving the agenda for each Nomination Committee meeting. The chair, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Nomination Committee meeting. The chairman shall brief all members on issues arising at each Nomination Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Nomination Committee to all committee members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The chairman shall report in the forthcoming Regular Board Meeting any key decisions made.

9. The secretary of the Nomination Committee shall record minutes of all duly constituted meetings of the Nomination Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.

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