

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER OF SEA LIMITED

This Corporate Governance and Nominating Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Sea Limited, a Cayman Islands company (the “Company”), on September 19, 2017, and will become effective upon the U.S. Securities and Exchange Commission’s (the “SEC”) declaration of effectiveness of the Company’s registration statement on Form F-1 for its initial public offering in the United States (the “Effective Time”).

I. Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) is to assist the Board in discharging the Board’s responsibilities regarding:

1. identification and recommendation of qualified director nominees to be elected at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected) that are consistent with the criteria approved by the Board;
2. identification and recommendation of qualified candidates to fill any vacancies on the Board;
3. annual review of the composition of the Board in light of the characteristics of independence, qualification, experience and availability of the Board members;
4. oversight of the evaluation of the Board and management; and
5. monitoring of compliance with the Company’s code of business conduct and ethics, including reviewing the adequacy and effectiveness of the Company’s internal rules and procedures to ensure compliance with applicable laws and regulations.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Eighth Amended and Restated Memorandum and Articles of Association (the “Articles”). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise may be exercised and carried out by the Committee as it deems appropriate without Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee has and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be comprised of two or more members of the Board, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. Each of the members shall be an “independent director” as defined under Rules 303A.02(a)(ii) of the

New York Stock Exchange or subject to the appropriate phase-in period or exemption that the Board determines to be applicable.

The members of the Committee, including the chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

If the Company fails to comply with the Committee composition requirement due to one vacancy or one Committee member ceasing to be independent due to circumstances beyond the member’s reasonable control and no exemption is available, the Company shall regain compliance with the requirement by the earlier of its next annual shareholders meeting or one year from the occurrence of the event that caused the failure to comply with this requirement

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Articles that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least once per year and more frequently as the Committee deems necessary or desirable. A meeting of the Committee may be conducted in person or via telephone conference where every meeting participant can hear each other. Except as required by law, all matters shall be approved by a simple majority of all the Committee members. The Committee may also act by unanimous written consent without a meeting.

The Committee shall have sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. (a) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

2. The Committee shall annually review the performance of each incumbent director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. The Committee shall oversee the Board in the Board's annual review of its own performance and the performance of management, and will make appropriate recommendations to improve performance.

4. The Committee shall consider, prepare and recommend to the Board such policies and procedures with respect to corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the SEC or otherwise considered to be desirable and appropriate in the discretion of the Committee.

5. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

6. The Committee shall report to the Board on its findings and actions.

7. The Committee shall review and reassess this Charter periodically and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Articles and applicable law and rules of the markets in which the Company's securities then trade.