



INTERNATIONAL ENTERTAINMENT CORPORATION

國際娛樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01009)

(the “Company”)

TERMS OF REFERENCE – NOMINATION COMMITTEE

1. CONSTITUTION

The board of directors of the Company (the “Board”) had resolved to establish a committee of the Board to be known as the nomination committee (the “Committee”).

2. MEMBERSHIP

2.1 The members of the Committee (the “Members”) shall be appointed by the Board. The Committee shall consist of not less than three Members, a majority of whom should be the independent non-executive directors of the Company (the “INED”).

2.2 Either the chairman of the Board or an INED shall be appointed by the Board as the chairman of the Committee.

3. SECRETARY

The secretary of the Company shall be the secretary of the Committee (the “Secretary”).

4. ATTENDANCE AT THE MEETING

4.1 The Committee may invite other persons to attend meetings if considered necessary.

4.2 Only Members are entitled to vote at the meetings.

5. MEETINGS

- 5.1 The Committee shall meet at least once a year. Meeting may be convened by any Members or by the Secretary at the request of a Member. Meetings may be held in person or by telephone.
- 5.2 Unless otherwise agreed by all the Members, a meeting of the Committee shall be called by at least seven (7) days' notice. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Committee may from time to time determine.
- 5.3 The quorum of the Committee meeting shall be two Members present in person or by telephone.
- 5.4 Full minutes of the Committee meetings shall be kept by the Secretary. Draft versions of the minutes of the Committee meetings shall be sent to all Members for their comment as soon as reasonably practicable. Final version of the minutes shall be prepared and sent to all Members and the Board for records within a reasonable time after the meeting.
- 5.5 Resolutions of the Committee at any meeting shall be passed by a simple majority of votes of the Members present in person or by telephone. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. In the case of an equality of votes, the chairman shall be entitled to a second or casting vote in addition to any other vote he may have.
- 5.6 Save as otherwise provided herein, all the provisions of laws and of the Company's bye-laws relating to the proceedings of the Board shall mutatis mutandis to the meetings and proceedings of the Committee.

6. AUTHORITY

- 6.1 The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified candidates at the Company's expense, and to conduct interviews with prospective candidates for nomination.
- 6.2 The Committee is authorised by the Board to seek any nomination related information it requires in order to perform its duties at the Company's expense.
- 6.3 The Committee is authorised by the Board to obtain independent legal or other professional advice if considered necessary to perform its duties at the Company's expense.
- 6.4 The Committee shall be provided with sufficient resources to perform its duties.

7. DUTIES

The duties of the Committee shall be:

- 7.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy;
- 7.2 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;
- 7.3 to assess the independence of the INED;
- 7.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman, the managing director or the chief executive of the Company;
- 7.5 to nominate and recommend candidates to fill a casual vacancy on the Board for the Board's approval; and
- 7.6 to have a policy concerning diversity of the Board members, and such policy or a summary of the policy shall be disclosed in the corporate governance report.

8. REPORTING PROCEDURES

The Committee shall report to the Board on the discussions or recommendations made (unless there are legal or regulatory restrictions to do so) after each meeting. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board after each meeting.

Note: In the event of inconsistency, the English texts of the terms of reference of the nomination committee shall prevail over the Chinese texts thereof.

June 2013