



# 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 (the “**Board**”) of directors (the “**Director(s)**”) of the Company 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 “**Member(s)**”) shall be appointed by the Board. The Committee shall consist of not less than three Members, with at least one member of a different gender, a majority of whom should be independent non-executive Directors (the “**INED(s)**”).

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 At the invitation of the Committee, the chairman of the Board and 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 or by video conference.

- 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 or by video conference.
- 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 or by video conference. 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 articles 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 review, assess and make recommendations on any issue within these terms of reference of the Committee.
- 6.2 The Committee is authorised by the Board to seek any information it requires from the management of the Company in order to perform its duties.
- 6.3 The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee if it considers this necessary.
- 6.4 The Committee shall be provided with sufficient resources to perform its duties.
- 6.5 Where the Board proposes a resolution to elect an individual as an INED at the shareholders general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

## 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, assist the Board in maintaining a Board skills matrix 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 directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.3 to assess the independence of the INEDs having regards to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended (the "**Listing Rules**");
- 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 do any such things to enable the Committee to perform its powers and functions conferred on it by the Board;
- 7.6 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law;
- 7.7 to review and assess regularly the time commitment and contribution to the Board by each director as well as the Director's ability to discharge his or her responsibilities effectively;
- 7.8 to support the Company's regular evaluation of the Board's performance; and
- 7.9 to review the diversity policy of the Board, as appropriate, to review the measurable objectives that the Board has set for implementing the diversity policy of the Board and the progress of achieving the objectives, and to make disclosure of its review results in the corporate governance report annually.

## 8. REPORTING PROCEDURES

- 8.1 The Committee shall report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the Committee, the Secretary shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

- 8.2 Full minutes/resolutions in writing of the Committee shall be kept by the Secretary. Draft and final versions of minutes of the Committee meetings shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.

*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.*

*Last update: 27 June 2025*