



## ASIA TELEVISION HOLDINGS LIMITED

### 亞洲電視控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 707)**

## NOMINATION COMMITTEE TERMS OF REFERENCE

### 1. Membership

- 1.1 The members of the Nomination Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of Asia Television Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.
- 1.2 The chairman of the Committee shall be appointed by the Board and should either be the chairman of the Board or an independent non-executive director.

### 2. Secretary of Committee

- 2.1 The company secretary of the Company shall be the secretary of the Committee.

### 3. Meetings

- 3.1 A quorum shall be 2 members. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.
- 3.2 The Committee members may call any meetings at any time when necessary or desirable but in any event at least once a year.
- 3.3 Full minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings shall be sent to all members of the Committee for their comment and records within a reasonable time after the meeting. Such minutes shall be open for Directors’ inspection.

### 4. Authority

- 4.1 The Committee is authorised by the Board to seek any necessary information which is within the Committee's scope of duties from the employees of the Group.

\* *For identification purpose only*

4.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice at the Company's expense, to perform its responsibilities.

## **5. Duties**

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

- (a) to review the structure, size and composition of the Board (including the skills, qualifications, knowledge, experience and diversity perspectives) at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) 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;
- (c) to assess the independence of independent non-executive directors of the Company;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the chief executive of the Company;
- (e) support the Company's regular evaluation of the Board's performance;
- (f) to report back to the Board (without prejudice to the generality of the duties of the Committee set out in the Terms of Reference and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so;
- (g) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives.

## 6. **Nomination Policy and Procedure**

The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new director (to be an additional director or fill a casual vacancy as and when it arises) or any re-appointment of directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate for non-executive director) and other relevant Board Committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any Committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board/Committee meetings;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), where appropriate.

If the candidate is proposed to be appointed as an independent non-executive director of the Company, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive director of the Company with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

## **7. Reporting Procedure**

At the next meeting of the Board following a meeting/written resolution of the Committee, copies of the minutes of the meetings/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (b) if the proposed independent non-executive director of the Company will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the individual can bring to the Board; and
- (d) how the individual contributes to diversity of the Board.

## **8. Update of the Terms of Reference**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the same on the websites of the Stock Exchange and the Company.

*Note:* The Chinese version of this document is for reference only. In the event of any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.

(Adopted on 7 June 2005 with the last revision approved by the Board effective on 1 January 2019 and 31 March 2025.)