Maoyan Entertainment
貓眼娛樂
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1896)

Terms of Reference for the Nomination Committee under the Board (adopted on August 22, 2018 and amended on August 25, 2025)

Definitions

1. For the purposes of these terms of reference (the "**Terms**"):

Articles mean the articles of association of Maoyan Entertainment.

Board means the board of directors of the Company.

Company means Maoyan Entertainment.

Company Secretary means the company secretary of the Company.

Director(s) mean the members of the Board.

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Senior Management means the executive Directors and other members of senior management referred to in the Company's prospectus issued in connection with its initial listing on the Stock Exchange or in its most recent annual report and any such other officers of the Company determined by the Board from time to time as senior management of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Nomination Committee was established by resolution of the Board on August 22, 2018.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from the Directors and the Nomination Committee shall consist of not less than three members, a majority of which shall be independent non-executive Directors. The Board shall appoint at least one Director of a different gender to the Nomination Committee.

4. The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

5. The Company Secretary shall be the secretary of the Nomination Committee. The Nomination Committee may, from time to time, appoint any other person with the appropriate qualification and experience as the secretary of the Nomination Committee.

Frequency and convening of meetings

6. Meetings shall be held at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.

7. Notice of any meetings shall be given at least 2 days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Irrespective of the length of notice period, attendance of a meeting by a member of the Nomination Committee shall be deemed as a waiver of the requisite notice period by such member. An agenda and accompanying meeting papers should be sent in full to all members in a timely manner and at least 1 day before the intended date of a meeting of the Nomination Committee (or within such other period as agreed by its members).

8. The quorum for meetings of the Nomination Committee shall be two members. Members shall attend the meetings on site, or by telephone (or other similar communication equipment), as long as all attendants of the meeting are able to hear and talk among themselves during the meeting. Under such circumstances, the attendants shall be deemed as attending the meeting on site, counted in the quorum and entitled to vote.

9. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members of the Nomination Committee present. A resolution in writing signed by all members of the Nomination Committee shall be as valid and effective as if it had been passed at a meeting of the Nomination Committee duly convened and held.

10. The Senior Management is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied by the Senior Management must be complete and reliable. Where a member of the Nomination Committee requires more information than those volunteered by the Senior Management, the relevant member of the Nomination Committee should make further enquiries as necessary. The Nomination Committee and each of its members shall have separate and independent access to the Senior Management.

Authority

11. The Nomination Committee is authorised by the Board to investigate any activity within these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

12. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to invite, recommend and guarantee the external persons with relevant experience and expertise to attend the meeting if the Nomination Committee considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should take full responsibilities for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external adviser who advises the Nomination Committee.

Duties

13. The duties of the Nomination Committee shall include:

    (a) reviewing 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 making recommendations on any proposed changes to the Board in line with the Company's corporate strategy;

    (b) making recommendations to the Board on the appointment or re-appointment of Directors and succession plans for Directors, in particular, the chairman and the chief executive officer. The Nomination Committee shall make recommendations on the appointment of Directors with due regard to the diversity policy of the Company and in accordance with the challenges and opportunities faced by the Company;

    (c) identifying individuals suitably qualified to become Board members and selecting and nominating the relevant individuals to serve as Directors or making recommendations to the Board on the selection and nomination of individuals for directorship;

(d) assessing the independence of independent non-executive Directors;

(e) before making any appointment recommendations to the Board, evaluating the balance of Directors based on (including but not limited to) gender, age, cultural and educational background or professional experience, and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:

(i) use open advertising or the services of external advisers to describe intended candidates;

(ii) consider candidates from a wide range of backgrounds; and

(iii) consider candidates in terms of their merits and objective criteria, ensuring that the appointees devote sufficient time to the position;

(f) ensuring that the Directors receive a formal letter of appointment from the Board, setting out clearly what is expected of them in terms of time commitment, committee service and involvement in matters other than Board meetings; and

(g) supporting the regular evaluation of the Board's performance, including the review and assessment of each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively.

14. The Nomination Committee shall also make recommendations to the Board concerning:

(a) formulating succession plans for both executive and non-executive Directors;

(b) assessing the independence of the independent non-executive Directors;

(c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;

(d) the re-appointment of any non-executive Director at the conclusion of the specified term of office, having given due regard to his performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

(e) the continuation in office of any Director who has reached the age of 70;

(f) any matters relating to the continuation in office of any current Director at any time, including any necessary suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and his service contract;

(g) the appointment of any Director as executive Director or other office, other than to the positions of chairman and chief executive officer, the recommendation for which shall be considered at the meeting of the Board;

(h) the measurable objectives for achieving diversity on the Board members. The Nomination Committee will take into consideration a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience, as well as the Company's business model and specific needs; and

(i) handling any other matters related to the Nomination Committee in accordance with the instructions from the Board from time to time.

15. Recommendations made by the Nomination Committee to the Board shall be in compliance with the relevant provisions of the Articles.

Reporting procedures

16. Full minutes of the Nomination Committee shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

17. Minutes of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised or dissenting views expressed by the Directors and its members. The draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meetings.

18. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Terms available for inspection

19. The Nomination Committee shall make available these Terms on the website of the Stock Exchange and the Company 's official website for corporate communications.