



**UNIVERSE ENTERTAINMENT AND CULTURE
GROUP COMPANY LIMITED**
寰宇娛樂文化集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1046)

(the “Company”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE**

(Approved and adopted by the Board of Directors on 30th June 2025)

A. CONSTITUTION

1. The Nomination Committee (the “**Committee**”) was established by the board of the directors of the Company (the “**Director(s)**”) (the “**Board**”) on 15th July 2005.

B. MEMBERSHIP AND QUORUM

1. The Committee shall be appointed by the Board and consist of a minimum of three members. The majority of Committee members shall be independent non-executive Directors.
2. A quorum shall be two Committee members. If only two Committee members are in attendance, then both Committee members shall be independent non-executive Directors. If more than two Committee members are in attendance, then a majority of the Committee members shall be independent non-executive Directors.
3. Questions arising in any meetings shall be decided by a simple majority of votes.

C. CHAIRMAN

1. The Board shall appoint the chairman of the Committee (the “**Chairman**”). The Chairman must be either the chairman of the Board or an independent non-executive Director. The Chairman has the responsibility of liaising with the Board and senior management.
2. In the absence of the Chairman, the remaining Committee members present shall elect one of themselves from amongst the chairman of the Board or the independent non-executive Directors to chair the meetings of the Committee.

D. MEETINGS

1. The Committee shall meet at least once a year.
2. The Committee shall meet at such times as the Chairman shall require.
3. Any Committee member may request a meeting if he/she considers that one is necessary.
4. Meetings could be held in person, by telephone or by video conference. Committee members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in they are capable of hearing each other.
5. The chairman of the Board shall be in attendance with other senior management, if deemed appropriate and invited by the Committee.
6. A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
7. The company secretary of the Company (the “**Company Secretary**”) shall act as the secretary of the Committee. The Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.

E. NOTICES OF MEETINGS

1. Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of the Committee members.
2. Notice of any meetings has to be given to all Committee members at least fourteen (14) days prior to any such meeting being held, unless all Committee members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Committee member shall be deemed waiver of the requisite length of notice by the Committee member.
3. An agenda of items to be discussed, together with supporting papers, shall be sent to the Committee members and to other attendees within a reasonable period of time prior to the date of the meeting.
4. Any Committee member shall be entitled, by notice to the secretary of the Committee, to include other matters relevant to the functions of the Committee in the agenda of the Committee’s meeting.

F. MINUTES OF MEETINGS

1. The secretary of the Committee (or his/her delegate) in attendance at the meetings of the Committee shall prepare minutes in sufficient detail of the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any Committee member and/or dissenting views expressed.
2. The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant Committee member shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her associates have a material interest.
3. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comments and records respectively within a reasonable time after the meeting.
4. Full minutes of the Committee meetings shall be kept by the secretary of the Committee and shall be available for inspection by any Committee member and/or any Director at any reasonable time on reasonable notice.

G. ANNUAL GENERAL MEETINGS

1. The Chairman shall endeavour to attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Committee's activities.
2. If the Chairman is unable to attend an annual general meeting of the Company, he/she shall arrange for another Committee member, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be prepared to respond to any shareholder questions on the Committee's activities.

H. REPORTING RESPONSIBILITIES

1. After each meeting, the Chairman shall report formally to the Board on all matters within the Committee's duties and responsibilities.
2. The Committee shall make whatever recommendations it deems appropriate to the Board on any area within its remit where action or improvement is needed.
3. The Committee shall, with the assistance of the secretary of the Committee, compile a report to shareholders on its role and activities to be included in the Company's Corporate Governance Report.

I. AUTHORITY OF THE COMMITTEE

The Committee may exercise the following powers:

1. to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
2. to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
3. to obtain, at the Company’s expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
4. to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
5. to exercise such powers as the Committee may consider necessary and expedient so that their duties can be properly discharged.

The Company should provide the Committee sufficient resources to perform its duties.

J. DUTIES OF THE COMMITTEE

1. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy and assist the Board in maintaining a board skills matrix;
 - (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive Directors;

- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board and to ensure at least one director of a different gender to the nomination committee;
 - (ii) the policy on the terms of employment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board;
 - (v) candidates suitably qualified to become members of the Board;
 - (vi) the selection of individuals nominated for directorship;
 - (vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;
 - (ix) the appointment or re-appointment of Directors;
 - (x) succession planning for Directors in particular the chairman and the chief executive; and
 - (xi) the policy concerning the diversity of Board members including any measurable objectives for implementing such policy and progress on achieving those objectives;
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference.
 - (i) succession planning of Directors;
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
 - (iv) the skills and expertise required from members of the Board;

- (v) the Board's policy concerning diversity of Board members adopted from time to time; and
- (vi) the relevant requirements of the Rules (the "**Listing Rules**"). of Governing the Listing of Securities on the of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with regard to directors of a listed issuer;
- (f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
- (g) to support the Company's regular evaluation of the Board' performance; including its 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;
- (h) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
- (i) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
- (j) to review the Board diversity policy, as appropriate; and review the implementation and effectiveness of the Board diversity policy on an annual basis and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Nomination Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objective;
- (k) To assist the Board to develop the policy on diversity in the workforce (including senior management) and review the implementation and effectiveness of its policy on diversity in the workforce periodically and monitor progress towards the achievement of such;
- (l) to develop and review, as appropriate, the policy for the nomination of directors, with such policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship; and
- (m) to consider and implement other matters, as defined or assigned by the Board from time to time.

2. Where the Board proposes a resolution to elect an individual as an independent non-executive Director 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 the following:
 - (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 will be holding his/her 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.

K. OTHERS

1. Every Committee member shall give sufficient time and attention to his/her duties as a Committee member. He/she shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.
2. The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

- END -

In the event of discrepancies between the Chinese and the English versions of these terms of reference, the English version shall prevail.