

INTERNATIONAL GENIUS COMPANY

(the “Company”)

TERMS OF REFERENCE

OF

NOMINATION COMMITTEE

Adopted by the board of directors of the Company (the “**Director(s)**”) (the “**Board**”) on 28 February 2023.

1. MEMBERSHIP

- 1.1. The Nomination Committee shall be appointed by the Board.
- 1.2. The Nomination Committee shall comprise not less than three members to be appointed by the Board (“**Member(s)**”), the majority of whom should be independent non-executive Directors of the Company.
- 1.3. The chairman of the Nomination Committee shall be appointed by the Board and must be an independent non-executive Director or the chairman of the Board.

2. SECRETARY

- 2.1 The company secretary of the Company shall be the secretary of the Nomination Committee.
- 2.2 Notwithstanding any other provisions in this term of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

3. MEETINGS

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of any meeting of the Nomination Committee has to be given at least 7 days prior to any such meeting. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attend such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
- 3.3 The quorum for meetings of the Nomination Committee shall be any two Members.

- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all Members shall be as valid as effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

4. ATTENDANCE AND VOTING AT MEETINGS

- 4.1 At the invitation of the Nomination Committee, the chairman of the Board and/or the chief executive officer of the Company (if not a member of the Nomination Committee), external advisers and other persons may attend all or part of any meeting.
- 4.2 Only Members are entitled to vote.

5. ANNUAL GENERAL MEETING

- 5.1 The chairman of the Nomination Committee or a Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

6. DUTIES AND POWERS

The duties and powers of the Nomination Committee shall include such duties and powers set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix 14 of the Rule Governing the Listing of Securities on the Stock Exchange of Hong Kong (the "**Stock Exchange**") (the "**Listing Rules**") (as amended from time to time). Without prejudice to any requirement under the CG Code, the Nomination Committee shall have the following duties and powers:

- 6.1 to review the structure, size, composition and diversity (including without limitation, gender, age, culture and education background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy with due regard to the diversity of the Board;

- 6.2 to review the board diversity policy, as appropriate and review the measureable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report annually;
- 6.3 to identify individuals suitably qualifies to become Board members and select or make recommendations to the Board on the selection of, individuals nominated or directorships, having due regard to the policy concerning diversity of Board members (the “**Board Diversity Policy**”), the requirements in the Company’s constitution, the Listing Rules, applicable laws and regulations, and the relevant candidates’ contributions to the Board in terms of qualifications, skills, experiences, independence, gender diversity and perspectives. In identifying suitable individuals, the Committee shall consider individual on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- 6.4 to assess the independence of independent non-executive directors with regards to the requirements of the Listing Rules (as amended from time to time);
- 6.5 when identifying and nominating individuals to become an independent non-executive Director, to assess whether and why such individual would be able to devote sufficient time to the Board if he/she will be holding his/her seventh (or more) listed company directorship;
- 6.6 to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer of the Company;
- 6.7 to formulate and review the policy for the nomination of Directors (the “**Nomination Policy**”) which includes the nomination process and the criteria for the Nomination Committee and/or the Board to identify, select and recommend candidates for directorship, and to make disclosure in the Company’s corporate governance report annually;
- 6.8 to assess the independence of independent non-executive Directors. In particular, for independent non-executive directors serving more than nine years (“**Long Serving INED**”), to explain factors considered, the process and discussion of the Nomination Committee in arriving at the conclusion that the relevant Long Serving INED is independent when making recommendations to the Board on the re-election of such Long Serving INED and for an individuals holding cross-directorships or has significant links with other directors through involvements in other companies or bodies; and
- 6.9 to make available these terms of reference and the authority delegated to it by the Board by publishing them to the websites of the Stock Exchange and the Company.

7. REPORTING

- 7.1 The Nomination Committee shall report to the Board after each meeting.

8. AUTHORITY

- 8.1 The Nomination Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties;
- 8.2 The Nomination Committee is authorised by the board where necessary to have access to professional advice. Arrangement to seek professional advice could have made through the secretary of the Nomination Committee; and
- 8.3 The Nomination Committee shall be provided with sufficient resources to discharge its duties.