



Alibaba Pictures Group Limited 阿里巴巴影业集团有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 1060)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Membership

1. The nomination committee (the “Committee”) should be established by the board (the “Board”) of directors (the “Director(s)”) of Alibaba Pictures Group Limited (the “Company”) and should comprise a majority of independent non-executive Directors who meet the independence requirements as set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. The Committee must be chaired by the chairperson of the Board or an independent non-executive Director within the Committee and appointed by the Board.
3. The company secretary of the Company or his/her representative (in his/her absence) should act as the secretary of the Committee.
4. The Directors agree to serve as a member of the Committee only if they believe they can devote sufficient time and make contributions to the Company that are commensurate with their role and responsibilities.

Proceedings of Committee Meetings

5. The Committee meetings should be held at least once a year. Any member or the secretary of the Committee may call for a meeting anytime when it is necessary.
6. A quorum of a meeting of the Committee should be two members of the Committee, one of whom must be an independent non-executive Director.
7. The Committee may invite (a) senior management of the Company and/or any other Directors to attend the Committee meetings and/or (b) any other persons, including external third parties, whose attendance may be of assistance to the performance of the duties of the Committee, provided that they are subject to confidentiality obligations.

8. Resolutions of the Committee should be passed, in the case of a meeting, by more than half of the members of the Committee attending such meeting.
9. Unless otherwise waived or agreed by all the members of the Committee, notice should be given for a meeting of the Committee not less than five days before the meeting. Notwithstanding the notification period, the attendance of the members of the Committee at the meeting would be deemed as the waiver by those members of the required notification requirement.
10. The agenda and accompanying supporting papers (if any) should be sent to all members of the Committee and to other attendees (as appropriate) at least three days before the date of the Committee meeting (or such other period as the members may agree).
11. The meetings and proceedings of the Committee are governed by the provisions of the Bye-Laws of the Company (as amended from time to time) for regulating the meetings and proceedings of the Board, so far as the same are applicable.
12. Draft and final versions of the minutes of the Committee meetings should be sent to all members of the Committee for their comments and records within a reasonable time after the Committee meeting. Full minutes shall be kept by the company secretary of the Company and shall be open for inspection at any reasonable time on reasonable notice by any Director.

Responsibilities and Duties

13. Duties of the Committee should include the following:
 - (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge) of the Board at least annually 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 individual(s) nominated for directorship(s), upon due consideration of the board diversity policy (the "Board Diversity Policy"), the nomination policy (the "Nomination Policy") and any other relevant policies of the Company;
 - (c) to assess the independence of independent non-executive Directors and:
 - (i) if a proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship, assess his/her ability to devote sufficient time to Board matters;

- (ii) if an independent non-executive Director to be re-elected has served more than nine years, assess whether such Director is still independent and should be re-elected;
- (d) to make recommendations to the Board on the appointment, re-appointment or removal of Directors and succession planning for Directors, in particular the chairperson of the Board and the chief executive;
- (e) to review the Board Diversity Policy and any measurable objectives for implementing such policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives and to review the implementation and effectiveness of the Board Diversity Policy on an annual basis;
- (f) to review the Nomination Policy (including nomination procedures and the process and criteria to be adopted to select and recommend candidates for directorship);
- (g) to establish and make recommendation to the Board on, where appropriate, mechanism(s) to ensure independent views and input are available to the Board and to review the implementation and effectiveness of such mechanism on an annual basis;
- (h) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to include the following in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - (i) the process used for identifying the individual and why the Committee (or the Board) believes he/she should be elected and the reasons why it considers him/her to be independent;
 - (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Committee (or the Board) believes the individual would still be able to devote sufficient time to the Board;

- (iii) if the proposed independent non-executive Director has served more than nine years, why the Committee (or the Board) believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Committee (or the Board) in arriving at such determination;
 - (iv) where all the independent non-executive Directors have served more than nine years, the length of tenure of each existing independent non-executive Director on a named basis and the details of the new independent non-executive Directors to be appointed (if any);
 - (v) the perspectives, skills and experience that the individual can bring to the Board;
 - (vi) how the individual contributes to diversity of the Board;
 - (vii) any other information required to be disclosed in relation to such proposed election; and
- (i) to consider other topics, as defined by the Board.

Reporting Procedures

14. The Committee should report to the Board on its 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).

General Meetings

15. The chairperson, or the other member (in his/her absence), of the Committee (who must be an independent non-executive Director) should attend the general meetings of the Company, and be ready to respond to the questions and enquiries in relation to the work of the Committee raised by the shareholders of the Company at the general meetings.

Authority

16. The Committee is authorised to seek any information from the management of the Company for the performance of its duties.
17. The Committee should have access to independent professional advice at the expense of the Company if necessary to perform the responsibilities of the Committee. Arrangement to seek independent professional advice can be made through the company secretary of the Company.
18. The Committee should be provided with sufficient resources for the performance of its duties.

Publication of the Terms of Reference

19. The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board, by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Note: This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.

7 December 2022