

*These terms of reference are prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*



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

**(Stock Code: 01250)**

(the “Company”)

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Organization**

The board (“**Board**”) of directors (“**Directors**”) of the Company has resolved to set up a nomination committee of the Board (“**Committee**”).

#### **2. Objective**

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

#### **3. Composition**

3.1 The Committee shall comprise three Directors who are appointed or removed by the Board. If any member of the Committee (“**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors.

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

#### 4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

#### 5. Duties

The duties of the Committee are as follows:

- 5.1 review the structure, size, composition and diversity (including gender, age, cultural and educational background, skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with due regards to the board diversity policy of the Company (the "**Board Diversity Policy**");
- 5.2 deal with matters relating to board diversity and review the implementation and effectiveness of the Board Diversity Policy and the progress on achieving the objectives set for implementing the said policy on an annual basis;
- 5.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.4 assess the independence of independent non-executive Directors; and
- 5.5 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

## **6. Meetings of the Committee**

### **6.1 Number of meeting**

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, by telephone or video conference. If required, extraordinary meeting could be convened.

### **6.2 Notice of meeting**

Unless otherwise waived or agreed by all the Members, 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 at the meeting would be deemed as the waiver by those Members of the required notification requirement.

The agenda and accompanying supporting papers (if any) should be sent to all Members 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).

### **6.3 Quorum**

Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

### **6.4 Conducting the meetings**

Meetings could be convened by attending in person, by telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other.

### **6.5 Resolutions**

Any resolution shall be passed by the majority votes of the Members who attend the meetings. With consent by all Members, resolutions of the Committee could be passed by written resolutions. A written resolution signed by all Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the Members of the Committee.

## 6.6 Invitations

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings. If required, the Committee could seek independent professional advice, the fees of which should be paid by the Company.

## 6.7 Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings.

## **7. Reporting Responsibility**

Chairman of the Committee or other Member who is authorized by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

## **8. Interpretation**

Interpretation of these terms of reference shall belong to the Board.

## **9. Publication of the terms of reference of the Committee**

The terms of reference of the Committee (as amended from time to time) will be made available by publishing on the websites of the Company and The Stock Exchange of Hong Kong Limited.

*(Adopted by the Company pursuant to the Board's resolutions passed on 11 June 2013 and revised on 28 August 2013, 29 December 2022 and 26 March 2024.)*