



(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

(the “Company”)

Terms of Reference of Nomination Committee

1. Formation

- 1.1 The nomination committee (“Committee”) was established by the resolution of the board (the “Board”) of directors (the “Directors”) of the Company passed on 27 March 2012.

2. Membership

- 2.1 Members of the Committee (the “Members”) shall be appointed by the Board.
- 2.2 The Committee shall consist of not less than 3 Members. A majority of the Members shall be independent non-executive Directors, with at least one Member of different gender.
- 2.3 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive Director appointed by the Board.

3. Secretary

- 3.1 The Company Secretary of the Company shall be the secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person it deemed suitable as the secretary of the Committee.

4. Meetings

- 4.1 The Committee shall meet at least once a year.
- 4.2 Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Committee meeting shall be any two Members.
- 4.4 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 by means of which all persons participating in the meeting are capable of hearing each other.

- 4.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 4.7 Minutes shall be kept by the secretary of the 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. Such minutes shall be open for Directors' inspection.

5. Attendance at Meetings

- 5.1 At the invitation of the Committee, Directors, executives and other persons may attend all or part of any meetings.
- 5.2 Only Members are entitled to vote at the meetings.

6. Annual General Meeting

- 6.1 The Chairman of the Committee or another Member shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the activities and responsibilities of the Committee.

7. Authority

- 7.1 The Committee is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 7.2 The Committee is authorised by the Board when necessary to have access to independent professional advice.
- 7.3 The Committee shall be provided with sufficient resources to perform its duties.

8. Responsibility, Powers and Discretion

The Committee shall have the following responsibilities, powers and discretion:

- 8.1 to review the structure, size and composition (including the skills, knowledge experience and diversity profile) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 8.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for

directorships;

- 8.3 to assess the independence of independent non-executive Directors;
- 8.4 to 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;
- 8.5 to support the regular evaluation of the performance of the Board;
- 8.6 to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his/her responsibilities; and
- 8.7 to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

9. Reporting Responsibilities

- 9.1 The Committee shall report to the Board as and when appropriate.

Adopted: 27 March 2012

Amended: 30 June 2025