

METASURFACE

METASURFACE TECHNOLOGIES HOLDINGS LIMITED

元续科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8637)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. CONSTITUTION

The board of directors ("**Directors**") of Metasurface Technologies Holdings Limited (the "**Company**") (the "**Board**") has established the nomination committee of the Company (the "**Committee**") and has adopted the following terms as the terms of reference for the Committee.

2. MEMBERSHIP

2.1. Members of the Committee shall be appointed by the Board from amongst the Directors and shall comprise not less than three members and a majority of whom shall be independent non-executive Directors. Where a lead independent Director has been appointed, such Director shall be a member of the Committee.

2.2. The term of each Committee member shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.

2.3. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

2.4. The chairman of the Committee (the "**Committee Chairman**") shall be appointed by the Board from time to time and shall be an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2.5. The Committee shall comprise at least one member of a different gender.

3. COMMITTEE SECRETARY

Save as otherwise appointed by the Committee in accordance with the remaining provisions of this paragraph 3, the company secretary of the Company shall act as the secretary of the Committee (the "**Committee Secretary**"). The Committee may, from time to time, appoint any other person with the appropriate qualification and experience as the Committee Secretary. The Committee Secretary or in his/her absence, his/her representative or any one member of the Committee, shall be the secretary of the meeting.

4. FREQUENCY OF MEETINGS

4.1. Meetings shall be held as and when appropriate, but at least once a year.

4.2. The Committee Chairman shall convene a meeting upon request by any member of the Committee.

5. CONDUCT OF MEETINGS

5.1. Unless specified by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's articles of association regulating the meetings and proceedings of the Directors.

5.2. Unless otherwise waived by all members of the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than 14 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

5.3. The quorum of the Committee shall be any two members of the Committee. Meetings could be held in person, by telephone or by video conference, or through other means of electronic communications as long as all participants in the meeting can communicate simultaneously with each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5.4. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the members of the Committee present. In the case of any equality of votes, the chairman of the meeting shall have a second or casting vote. Subject to compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and the applicable laws and regulations, a resolution in writing signed by all the 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.

5.5. The Committee may invite any member of the senior management of the Company, any Director, external advisers or any other persons to attend all or part of any meetings as the Committee considers appropriate, notwithstanding that the aforementioned persons shall not have a right to vote at such meetings.

6. ANNUAL GENERAL MEETING

The Committee Chairman, or in his/her absence, another member of the Committee, or failing which his/her duly appointed delegate shall attend the annual general meetings of the Company and be available to answer questions thereat on the Committee's activities and its responsibilities.

7. AUTHORITY

7.1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised 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 to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers necessary.

7.3. Management of the Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than the information provided voluntarily by the management of the Company, the relevant member of the Committee should make additional necessary enquiries. Each member of the Committee shall have separate and independent access to the management of the Company.

7.4. The Company shall provide the Committee with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

8. RESPONSIBILITY

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

9. DUTIES

9.1. The duties of the Committee shall include, without limitation, the following:

(a) review the structure, size and composition (including the appropriate mix of gender, skills, core competencies, knowledge and experience required) of the Board at least annually to ensure that the Board functions competently and efficiently, 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;

(b) identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships when a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board;

(c) to assess at least annually, and as and when circumstances require, the independence of the independent non-executive Directors and any proposed independent non-executive Directors in accordance with the applicable laws and regulations including but not limited to the GEM Listing Rules and the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore ("**Corporate Governance Code**") and determine their eligibility, the perspective, skills and experience that the proposed independent non-executive Director can bring to the Board, his/her contribution to diversity of the Board and ability to devote sufficient time to the Board and Board committees;

(d) to identify, review and make recommendations to the Board on;

i. the appointment of new Directors and executive officers and re-appointment of the Directors and succession planning for Directors, in particular the chairman and chief executive of the Company ("**CEO**") and the other persons having authority and responsibility for planning, directing and controlling the activities of the Company, having regard to each Director's contribution, performance and ability to commit sufficient time, resources and attention to the affairs of the Company (together with its subsidiaries from time to time, the "**Group**") and its subsidiaries, and each Director's respective commitments outside the Group including his/her principal occupation and board representations on other companies, if any. The Nomination Committee will conduct such reviews at least annually, or more frequently as it deems fit;

ii. any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the company subject to the provisions of the law and their service contract;

iii. the appointment of any Director to executive or other office, other than to the positions of chairman and CEO, the recommendation for which would be considered at a meeting of the full Board; and

iv. any area it deems appropriate within its scope of duties where action or improvement is needed;

(e) to determine whether or not a Director is able to and has been adequately and diligently carrying out his/her duties as a Director;

(f) where a Director has multiple board representations, deciding whether the Director is able and has been adequately carrying out his duties as a Director, taking into consideration the Director's number of listed company board representations and other principal commitments;

(g) to review the training and professional development programs of the Board and ensuring that new Directors are aware of their duties and obligations;

(h) to make recommendations to the Board on the development of a process and objective criteria for evaluation of performance and effectiveness of the Board, Nomination Committee, audit committee of the Company, remuneration committee of the Company, and for assessing the contribution of the chairman of the Company and each Director;

(i) develop a policy concerning diversity of Board members and review the progress on achieving the objectives set for implementing the said policy, and disclose the policy or a summary of the policy in the corporate governance report;

(j) ensure that no Director or any of his/her associates is involved in approving his/her or any of his/her associates' nomination or the nomination of any employees in a family relationship with the Director;

(k) to review and approve any new employment of any employees in a family relationship with any Director or the CEO and their proposed terms of employment;

(l) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;

(m) support the issuer's regular evaluation of the board's performance; and

(n) to undertake other functions as may be required by law or the applicable regulatory bodies (including but not limited to The Stock Exchange of Hong Kong Limited and Singapore Exchange Securities Trading Limited and the Corporate Governance Code (and by such amendments made thereto from time to time).

10. REPORTING PROCEDURES

10.1. Full minutes of the Committee's meetings should be recorded and kept by the Committee Secretary and shall be available for inspection at any reasonable time on prior reasonable notice by any Director.

10.2. Draft and final versions of minutes should be sent to all members of the Committee for their comments and records respectively, within a reasonable time after such meetings.

10.3. The Committee shall report back and circulate the minutes of meetings of the Committee to the Board, and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations.

11. TERMS AVAILABLE

The Nomination 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 website of the Stock Exchange of Hong Kong Limited and the website of the Company.