

In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.



BoardWare

BoardWare Intelligence Technology Limited
博維智慧科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1204)

(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

In compliance with the code provisions of the Corporate Governance Code issued by the The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a Nomination Committee needs to be established with the terms of reference (“**Terms of Reference**”) as set out and adopted herein.

1. Constitution

- 1.1 The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved at its meeting held on 20 June 2022 to establish the nomination committee of the Board (the “**Committee**”).
- 1.2 Subject to the regulations contained in the Companies Act of the Cayman Islands, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company (the “**Articles**”), the procedures of the Committee shall be regulated by the provisions set out in these Terms of Reference.

2. Objective

- 2.1 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 Committee members (the “**Member(s)**”) shall be appointed by the Board from time to time amongst the Directors and shall consist of not less than three Members, a majority of whom shall be independent non-executive Directors.
- 3.2 If any 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.
- 3.3 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.
- 3.4 The appointment of the Members may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board. For the avoidance of doubts, the Members may be removed from the Committee by the Board at its sole and absolute discretion.
- 3.5 The composition of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

4. Secretary

- 4.1 Save as otherwise appointed by the Committee, the secretary to the Committee (the “**Committee Secretary**”) shall be the Company Secretary to the Company, and in the absence of the Company Secretary, any such other person as may from time to time be nominated by the Company Secretary, subject to the approval of the Committee, shall act as the Committee Secretary.

5. Authority

- 5.1 The Committee is authorised by the Board to determine, review and make recommendations regarding the procedures, process and criteria to be adopted for the purposes of selecting and recommending candidates for directorship. It shall report directly to the Board.
- 5.2 The Committee shall be provided with sufficient resources to discharge its duties, including but not limited to obtaining independent professional advice at the expense of the Company.

6. Duties

6.1 The duties of the Committee shall include the following aspects:

- (a) to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, to evaluate whether Directors have committed adequate time to discharge their responsibilities, and to 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 senior management of the Company, and to select or make recommendations to the Board on the selection of individuals nominated for directorships or senior management for approval. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of independent non-executive Directors of the Company (the "INEDs"), review the INEDs' annual confirmations on their independence and make disclosure of its review results in the corporate governance report;
- (d) 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 officer, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- (e) to review the board diversity policy, as appropriate, and review measurable objectives for implementing the board diversity policy and progress on achieving the objectives, and to make disclosure of its review results in the Corporate Governance Report annually;
- (f) do any such things to enable the Committee to perform its duties and functions conferred on it by the Board; and
- (g) conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law.

7. Meetings of the Committee

- 7.1 The Committee shall meet at least once a year or more frequently if circumstances require. The Chairman may convene additional Committee meetings at his/her discretion.
- 7.2 Notice of Meeting
- (a) Unless otherwise agreed by all Members, a meeting shall be convened by at least seven days' notice. If a Committee 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, and a Committee member who attends such a meeting shall deem to agree to the shorter notice.
 - (b) Notice of meeting may be given either orally or in writing by way of telephone, facsimile or other electronic means.
 - (c) Notice of meeting shall specify the time and place of the Committee meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the meeting. Such agenda and other documents shall be provided to the Members in a timely manner and at least three days (or such other period as agreed by the Members) before the meeting.
- 7.3 A quorum of the Committee meeting shall be two Members.
- 7.4 Committee meetings may 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 such meeting is capable of hearing each other.
- 7.5 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 shall be paid by the Company.
- 7.6 Resolutions of the Committee at any meetings shall be passed by a majority of votes.

7.7 The Chairman (or in his/her absence, a Committee member designated by the Chairman) shall preside at all meetings of the Committee. The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

7.8 Except for provided herein, proceedings of the Committee meetings shall be governed by the provisions contained in the Articles.

8. Written Resolutions

8.1 Written resolutions signed by all Members shall be valid and effective as if they have been passed at the Committee meeting duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form.

9. Access

9.1 The Committee should have full access to management and may invite members of management and others to attend its meetings.

10. Reporting Procedures

10.1 The Committee Secretary shall record in sufficient details the matters considered by the Committee and the decisions reached, including any concerns raised by the Members or dissenting views expressed. Draft and final versions of the minutes of the Committee meetings, or as the case may be, written resolutions of the Committee, shall be circulated to all Members for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

10.2 Full minutes of the Committee meetings and all written resolutions of the Committee, together with the record of individual attendance at such Committee meetings, shall be kept by the Committee Secretary. Board and Members are entitled to have access to the minutes and written resolutions of the Committee.

10.3 The Committee shall report their findings and recommendations to the Board after each Committee meeting or the passing of the written resolutions.

11. Annual General Meeting

11.1 The Chairman or in his/her absence, another Committee member or failing this, the duly appointed delegate of the Chairman, shall attend the Company's annual general meeting to answer shareholders' questions on the Committee activities.

12. Powers of the Board

12.1 The Board may, subject to compliance with the Articles and the Listing Rules, amend, supplement and revoke these Terms of Reference.

12.2 The power to interpret these Terms of Reference shall vest in the Board.

13. Update and Publication of these Terms of Reference

13.1 These Terms of Reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These Terms of Reference shall be made available to the public by including the information on the Company's website at www.boardware.com and the Stock Exchange's website at www.hkexnews.hk.