

China Display Optoelectronics Technology Holdings Limited

華顯光電技術控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 334)

(the "Company")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Adopted on 19 June 2015 and
last amended on 25 March 2025

CONSTITUTION

1. Pursuant to the resolution passed on 19 June 2015 by the board of directors ("**Directors**", each a "**Director**") of the Company (the "**Board**"), the Nomination Committee was established as a committee of the Board.

NOMINATION COMMITTEE

Membership

2. Members of the Nomination Committee ("**Members**", each a "**Member**") shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members, with the majority being independent non-executive Directors. The Board shall appoint at least one director of different gender to the Nomination Committee
3. The chairman (the "**Chairman**") of the Nomination Committee shall be appointed by the Board and he / she shall be an independent non-executive Director or the chairman of the Board.
4. The secretary of the Nomination Committee shall be appointed by the Board.
5. The appointment of the Members and secretary of the Nomination Committee may be revoked, or additional Members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

PROCEEDINGS OF THE NOMINATION COMMITTEE

Notice

6. Unless otherwise agreed by all Members, a meeting of the Nomination Committee (the "**Meeting**") shall be called by at least two (2) working days' notice. Notice of Meeting shall state the time and place of the Meeting and shall be given to each Member orally in person or in writing. Any notice given orally shall be confirmed in writing.
7. A Member may and, on the request of a Member, the secretary of the Nomination Committee shall, at any time summon a Meeting.
8. An agenda and meeting papers should be sent in full to all members in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee.

Quorum

9. The quorum of the Meeting shall be constituted by two (2) Members.

Attendance of Meetings by non-members

10. Other members of the Board, apart from the Members, shall have the right to attend any Meetings, but shall not be counted in the quorum of the relevant Meetings.

Frequency of Meetings

11. Meetings shall be held at least once every year. The Members may call any Meeting at any time when necessary.

Voting

12. Resolutions of the Nomination Committee at any Meeting shall be passed by a majority of votes of the Members present. In the event of equal votes, the Chairman shall have the right of second vote or casting vote.

Others

13. Meetings could be held in person, by telephone or by video conference or by other electronic means of communication.

Written resolutions

14. Resolutions may be passed by all Members in writing.

Alternate members

15. No Member shall appoint any alternate to attend the meeting or perform his duties thereat.

Authority

16. The Nomination Committee may exercise the following powers:
 - 16.1. to determine the policy for the nomination of Directors;
 - 16.2. to delegate its authority and duties to sub-committees, or individual Members, as it deems appropriate; and
 - 16.3. such authorities and responsibilities set out in the relevant code provisions of the Corporate Governance Code contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Duties

17. The duties of the Nomination Committee shall include, without limitation:
 - 17.1. review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, the skills, knowledge, experience and length of service) of the

Board at least annually, assist the Board in maintaining a board skills matrix and make recommendation to the Board regarding any proposed changes to complement the Company's corporate strategy;

- 17.2. with due regard for the benefits of diversity on the Board, identify individuals suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships;
 - 17.3. assess the independence of independent non-executive Directors;
 - 17.4. make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman of the Board and the chief executive, taking into account the Company's corporate strategy and the skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
 - 17.5. support the Company's regular evaluation of the Board's performance;
 - 17.6. regularly review the time required from a Director to perform his responsibilities;
 - 17.7. review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
 - 17.8. do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
 - 17.9. conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
18. The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting procedures

19. The secretary of the Nomination Committee shall circulate the draft and final minutes of Meetings and all written resolutions of the Nomination Committee to all Members.
20. The secretary of the Nomination Committee shall maintain as part of the Company's corporate records all approved minutes of Meetings and reports.

Annual general meetings of the Company

21. The Chairman or another Member shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders of the Company on the Nomination Committee's activities and responsibilities.