

SHUOAO 碩奧
SHUOAO INTERNATIONAL HOLDINGS LIMITED
碩奧國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “Company”)
(Stock Code: 2336)

NOMINATION COMMITTEE
TERMS OF REFERENCE

(Updated on 28 March 2025)

1. Constitution

The board of directors of the Company (the “**Board**”) had resolved to establish a committee known as the “Nomination Committee”.

2. Membership

2.1 Members of the Nomination Committee shall be appointed by the Board.

2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors, and at least one director of a different gender should be appointed to the Nomination Committee.

2.3 The chairman of the Nomination Committee shall be appointed by the Board and should be an independent non-executive director.

3. Secretary

3.1 The Company Secretary of the Company shall act as the secretary of the Nomination Committee.

3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

4. Quorum

The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive director.

5. Frequency of Meetings

The Nomination Committee shall meet at least once a year.

6. Arrangement for and Notice of Meetings

- 6.1 All meetings of the Nomination Committee will be called by the secretary or the chairman of the Nomination Committee or any person(s) as instructed by the chairman of the Nomination Committee, or at the request of the Board.
- 6.2 Notice of at least 14 days shall be given to all members of the Nomination Committee for regular meetings of the Nomination Committee. For all other meetings, reasonable notice shall be given.
- 6.3 If any member of the Nomination Committee wishes to include any matter in the agenda for a particular regular meeting of the Nomination Committee after the issue of the notice of such meeting, he/she may notify the secretary of the Nomination Committee the proposed matter(s) in writing within 7 days after the notice of the regular meeting is given.

7. Proceedings of Meetings

Unless otherwise specifically provided for in this terms of reference, all of the provisions of the Articles of Association of the Company regulating meetings and proceedings of the Board shall, mutatis mutandis, govern the meetings and proceedings of the Nomination Committee.

8. Authorities

- 8.1 The Nomination Committee is authorised by the Board to seek any information it requires from senior management of the Company in order to perform its duties.
- 8.2 The Nomination Committee is authorised by the Board where necessary to have access to independent professional advice at the Company's expenses.
- 8.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

9. Duties

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

- 9.1 to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, experience and length of service) 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;
- 9.2 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, with due regard for the benefits of diversity on the Board with reference to the Board diversity policy (the "**Board Diversity Policy**");
- 9.3 to assess the independence of independent non-executive directors;
- 9.4 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 officer, and for determining the policy for nomination of directors (the "**Director Nomination Policy**"), the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship;
- 9.5 to review the Board Diversity Policy and the Director Nomination Policy, and make disclosures of the policies and review results in the Corporate Governance Report; and
- 9.6 to support the Company's regular evaluation of the Board's performance.

10. Reporting Procedures

The secretary shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board.

Note: In case of discrepancies or inconsistencies between the English version and the Chinese version of this terms of reference, the English version shall prevail.