

**Vico International Holdings Limited**  
**域高國際控股有限公司**

**NOMINATION COMMITTEE**  
**提名委員會**

**Terms of Reference**  
**權責範圍**

Approved by the Board on 28 March 2025  
於2025年3月28日經董事會批准

The board of directors (the “**Board**”) of Vico International Holdings Limited (the “**Company**”) has resolved to establish a committee to be known as the Nomination Committee (the “**Committee**”) on 16 January 2018 with the terms of reference set out below.

域高國際控股有限公司(「**本公司**」)董事會(「**董事會**」)已於2018年1月16日決議成立一個委員會，名為提名委員會(「**委員會**」)，委員會的權責範圍列載如下。

**1. Membership 成員**

- 1.1 The Committee shall be appointed by the Board which shall consist of not less than 3 members and the majority of whom should be independent non-executive directors<sup>1</sup>.

委員會須由董事會委任，委員會須包括至少三名成員，當中大多數應為獨立非執行董事。

- 1.2 The Company should appoint at least one director of a different gender to the Nomination Committee.

本公司應任命至少一名不同性別的董事加入提名委員會。

- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended by the Board for further three-year periods.

委員會任期最長為三年，可由董事會另行續期三年。

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<sup>1</sup> Guidelines on independence of directors are set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited  
董事獨立性的指引載於香港聯合交易所有限公司證券上市規則第3.13條

- 1.4 Only members of the Committee (including the Secretary) have the right to attend Committee meetings. However, other individuals such as the chairman of the Board, the chief executive of the Company, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate. However, only members of the Committee are entitled to vote at the Committee Meetings.

唯獨委員會成員(包括秘書)有權出席委員會會議。然而，可在適當時邀請其他人士，例如董事會主席、本公司的行政總裁、人力資源主管及外聘顧問出席任何會議的整場會議或會議的一部分。然而，只有委員會成員有權在委員會會議上投票。

- 1.5 Meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other.

委員會的正式會議可以透過電話或容許與會人士彼此通話的其他通訊設備舉行。

- 1.6 The Board shall appoint the chairman of the Committee (the “**Committee Chairman**”) who shall be an independent non-executive director or the chairman of the Board and determine the period for which he will hold that office. In the absence of the Committee.

董事會須委任一名獨立非執行董事或董事會主席為董事會主席(「**董事會主席**」)並確定其任期。如委員會主席及／或獲委任的副主席缺席會議，有出席的其餘成員須推選其中一名在場成員主持會議。

- 1.7 The initial members of the Committee shall be:

委員會的初始成員為：

HUI Pui Sing 許沛盛 (*Chairman* 主席)

WONG Hei Chiu 黃禧超

LAM Kwong Siu 林廣兆

## 2. The Secretary 秘書

The company secretary of the Company, or his/her nominee, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

本公司的公司秘書或其代理人須擔任委員會的秘書(「**秘書**」)。委員會可不時指定任何有適當資格和經驗的人才擔任秘書。

### 3. **Proceedings** 程式

Unless varied 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 of the Company.

除非經權責範圍更改，否則委員會的會議及程式受到監管本公司董事的會議和程式的本公司章程細則規管。

### 4. **Quorum** 法定會議人數

The quorum for decisions of the Committee shall be any two independent non-executive directors. 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.

委員會決議的法定人數須為任何兩名獨立非執行董事。委員會正式召開而法定會議人數足夠的會議，須有資格行使所有或任何歸屬予委員會與委員會可行使的權限、權力和酌情權。

### 5. **Frequency of Meetings** 會議次數

Meetings of the Committee shall be held as and when appropriate, but at least once a year. The Committee Chairman or any other member may convene a meeting of the Committee whenever he or she considers necessary or desirable.

委員會會議須在適當時舉行，但至少每年舉行一次。委員會主席或任何其他成員認為必要或適宜時則可召開委員會會議。

### 6. **Notices of Meetings** 會議通知

6.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

秘書須應任何委員會成員要求傳召委員會會議。

6.2 Unless otherwise agreed, 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, any other person required to attend and all other non-executive directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

除另有協定外，各份確實地點、時間和日期的會議通知，連同將予討論的議程專案須在會議日前以合理時間通知轉交委員會各成員、任何須出席會議的人士及所有其他非執行董事。同時，支援檔須送交委員會成員及其他與會人士(如適當)。

## **7. Minutes of Meetings 會議紀錄**

- 7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.  
秘書須記錄委員會所有會議程式和決議，包括出席者和列席者姓名。
- 7.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.  
秘書須在各會議開始時查明是否存在任何利益衝突並據此載入會議記錄內。
- 7.3 Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and to all members of the Board for records respectively, in both cases within a reasonable time after the meeting.  
秘書應保存整份會議紀錄。會議紀錄初稿和最終版本應送交委員會所有成員以提供意見並送交董事會所有成員各自作記錄。在各個情況下，應在會議日期後以合理時間作出通知。
- 7.4 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.  
委員會所有成員簽署的書面決議應被視為有效，並且如同該決議經由委員會正式召集並舉行的會議通過一樣生效。

## **8. Annual General Meeting 股東周年大會**

The Committee Chairman or in his/her absence, another member of the Committee or failing that his/her duly appointed delegate shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

委員會主席或(如主席缺席)委員會另一成員或如其未能出席則為其正式委任的授權人士須出席本公司股東周年大會，以就委員會權責範圍內的事項回答本公司股東的提問。

## 9. Duties 職責

The duties of the Committee shall be to:

委員會的職責須為：

- 9.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis (and at least annually), assist the board in maintaining a board skills matrix, and make recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy; 定期(並至少每年)檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，協助董事會維護董事會技能矩陣，並就任何配合公司策略而擬對董事會擬作出的變動提出建議；
- 9.2 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships; 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 9.3 assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); 經考慮香港聯合交易所有限公司(「聯交所」)證券上市規則的規定評核獨立非執行董事的獨立性；
- 9.4 make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer of the Company; 就董事委任或重新委任以及董事(尤其是董事會主席及本公司行政總裁)繼任計劃的有關事宜向董事會提出建議；
- 9.5 review the policy on Board diversity (the “**Board Diversity Policy**”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the corporate governance report of the annual reports of the Company; and 檢討董事會多元化政策(「**董事會多元化政策**」)及董事會不時地為董事會多元化政策而制定的可計量目標和達標程度；以及每年在本公司的年報內的企業管治報告披露檢討結果；及
- 9.6 support the Company's regular evaluation of the board's performance. 支持本公司對董事會表現的定期評估。

## 10. Reporting Responsibilities 彙報責任

- 10.1 The Committee Chairman shall report formally to the Board on its proceedings decisions and recommendations after each meeting on all matters within its duties and responsibilities unless there are legal or regulatory restrictions on the Committee's ability to do so.

委員會主席須在各會議後，向董事會正式彙報涉及其職責和責任之事項的程式決定和推薦意見，除非委員會的彙報能力受到法律或監管限制。

- 10.2 The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.

委員會須就其權責範圍內需要採取行動或改善的任何範疇，向董事會提出其認為適當的推薦意見。

## 11. Authority 許可權

- 11.1 The Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.

委員會已獲董事會授權在其職責範圍內向本公司僱員索取任何所需的資料。

- 11.2 The Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Committee.

委員會如有需要可尋求獨立專業意見，以履行委員會之責任，費用概由本公司承擔。

*Remark: the independent professional advice can be sought via the chief financial officer or the company secretary of the Company.*

註：尋求獨立專業意見之安排可透過本公司首席財務總監或公司秘書作出。

- 11.3 The Committee should be provided with sufficient resources to perform its duties.

本公司應向委員會提供充足資源以履行其職責。

## **12. Provision of Terms**

The Committee shall make available these terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

委員會須在聯交所網站及本公司網站上公開其職權範圍，解釋其角色以及董事會轉授予其的權力。

## **13. Other 其他事項**

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

委員會須至少每年一次檢討其本身的表現、組成和職責範圍，確保以最高效率運作並推薦其認為必要的意見，供董事會批准。