

SEAZEN GROUP LIMITED
Terms of Reference for Nomination Committee

Purpose

1. The purpose of the Nomination Committee is to assist, identify, screen and recommend to the board of directors (the “**Board**”) of Seazen Group Limited (the “**Company**”) appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of at least three (3) members, the majority of whom should be independent non-executive directors and at least one director of a different gender, each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
3. The Board shall appoint the chairman of the Board or an independent non-executive director as the chairman (the “**Chairman**”).

Meetings

4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.
5. The Nomination Committee shall meet at least annually and at such other times as the Chairman shall require if circumstances require.
6. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board. The Chairman shall not preside over the meeting of the Nomination Committee when it is dealing with the matter of succession to the chairmanship.

Notice of Meetings

7. Meetings of the Nomination Committee shall be summoned by the Company Secretary at the request of the Chairman.
8. For regular meetings and as far as practicable in all other cases, an agenda and accompanying committee papers should be sent, in full, to all members of Nomination Committee. These should be sent in a timely manner and at least 3 days before the intended date of meeting (or such other agreed period as agreed).

Quorum

9. The quorum necessary for the transaction of business shall be two (2), both of whom must be independent non-executive directors. A duly convened meeting of the Nomination 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 Nomination Committee.

Access

10. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings as necessary or desirable.
11. The Company should provide the Nomination Committee with sufficient resources to perform the duties set forth herein. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting Procedures

12. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.
13. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee and should be open for inspection at any reasonable time on reasonable notice by any member of the Board.
14. Minutes of meetings of the Nomination Committees should record in sufficient detail the matters considered and decisions reached, including any concerns raised or dissenting views expressed. Draft and final versions of minutes of board meetings should be sent to members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
15. The Nomination Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

16. The Nomination Committee is authorised by the Board to determine the nomination of directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.

Annual General Meeting

17. The Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder's questions on the Nomination Committee's activities. In his absence, one other member of the Nomination Committee or failing this his duly appointed delegate should attend.

Responsibilities and Duties

18. The Nomination Committee shall perform the following duties:
 - (a) to review the structure, size and composition (including skills, knowledge, experience and gender) of the Board on a regular basis at least annually, assist the board in maintaining a board skills matrix, and make recommendations to the Board regarding any proposed change to complement the Company's corporate strategy;
 - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment; develop the Company's Board diversity policy (the "**Board Diversity Policy**") in the member selection process and employees (including senior management) diversity policy in the employees selection process, which include but not limited to the following factors: gender, age, culture, perspectives, education background, and professional experience, review and update the objects that the Board has set for implementing such policies, monitor the progress made and the gender diversity targets annually;
 - (c) to identify individuals who are qualified/suitable to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board Diversity Policy, the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
 - (d) to assess the independence of independent non-executive directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters;
 - (e) 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;
 - (f) to support the regular evaluation of the Board's performance;

- (g) to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (h) to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (i) to ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly the expectations of them in terms of time commitment, committee service and involvement outside board meetings;
- (j) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval;
- (k) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- (l) to 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.

The provisions set out in paragraphs (a) to (d) of Clause 18 above are regarded as the key nomination criteria and principles of the Company for the nomination of directors, and these provisions constitute the nomination policy of the Company (the “**Nomination Policy**”).

General

- 19. 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 Stock Exchange's website and the Company's website.
- 20. For the purpose of these Terms of Reference, “senior management” means the same persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules, as such rule may be amended from time to time.

Date: 28 March 2025