



Water Oasis Group

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## **WATER OASIS GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1161)

(the “Company”)

### **NOMINATION COMMITTEE – TERMS OF REFERENCE**

#### **1. Members**

- 1.1 The Nomination Committee (the “Committee”) should be established by the Board of Directors of the Company (the “Board”), and it should comprise a minimum of three members, including at least one member of a different gender.
- 1.2 The majority of the Committee members must be independent non-executive directors of the Company.
- 1.3 The Committee must be chaired by the chairman of the Board or an independent non-executive director (the “Chairman”) and the Chairman shall be appointed by the Board.

#### **2. Secretary**

- 2.1 The Company Secretary of the Company shall act as the secretary of the Committee (the “Secretary”).
- 2.2 The Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the Secretary.

#### **3. Meeting, Notice and Quorum**

- 3.1 The Committee should meet at least once a year. Additional meetings should be held as the work of the Committee demands.
- 3.2 The Chairman may convene additional meetings at his discretion.
- 3.3 Notice of any meetings must be given at least three days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member shall be deemed waiver of the requisite length of notice by the member. Notice of any adjourned meetings is not required if adjournment is for less than fourteen days.
- 3.4 A member may, and at the request of a member, the Secretary shall, at any time summon a meeting. Notice shall be given to each member either orally in person or in writing or by telephone or facsimile transmission or electronic mail at the telephone number or facsimile number or address or email address from time to time notified to the Secretary by such member or by such other means as the members may from time to time determine.
- 3.5 Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the Committee members for the purposes of the meeting should generally be delivered to all Committee members three days before the intended date of the Committee meeting (or such other period as all the Committee members may agree).
- 3.6 The quorum for a meeting shall be two Committee members of whom one of them must be an independent non-executive director.
- 3.7 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Committee members present. In case of an equality of votes, the chairman of the meeting shall have a casting vote. Meetings can also be held in person, by telephone or by tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants.

- 3.8 A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.9 The Secretary shall keep full minutes of all Committee meetings. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comments and records within a reasonable time after the meeting.
- 3.10 The Committee may invite any Director, executive, external advisor or other persons to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.
- 3.11 Only the Committee member can vote in the meeting.

#### **4. Authority**

- 4.1 The Committee is authorised by the Board to request the senior management of the Company to provide any required information to perform its duties.
- 4.2 The Committee should have access to independent professional advice at the expense of the Company if necessary, to perform its duties.

*Remark: the independent professional advice can be sought via the Company Secretary.*

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

#### **5. Annual General Meeting**

- 5.1 The Chairman or (if absent) the other Committee members should attend the annual general meeting of the Company and handle the shareholders' enquiry on the activities and responsibilities related to the Committee.

#### **6. Duties and Powers**

The Committee's duties and powers should include:

- 6.1 review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of services) 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;
- 6.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 assess the independence of independent non-executive directors;
- 6.4 make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- 6.5 support the Company's regular evaluation of the Board's performance;
- 6.6 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; the perspectives, skills and experience that the individual can bring to the Board; and how the individual contributes to diversity of the Board;
- 6.7 to review the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives and make the relevant disclosure in Corporate Governance Report annually;
- 6.8 to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his/her responsibilities;

- 6.9 to report to the Board on all the above matters; and
- 6.10 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or applicable law.

**7. Reporting Responsibility**

The Chairman shall report regularly and formally to the Board at the next meeting of the Board following a meeting of the Committee, on matters within its remit.

June 2025