



TRADELINK ELECTRONIC COMMERCE LIMITED
貿易通電子貿易有限公司
(the “Company”, together with its subsidiaries, the “Group”)
(Incorporated in Hong Kong under the Companies Ordinance with limited liability)
(Stock Code: 536)

Terms of Reference of the Nomination Committee

Objective

The Nomination Committee shall be responsible for ensuring a fair and transparent procedure for the nomination and appointment of the directors (the “Directors”) of the Company.

Membership

1. The Nomination Committee shall consist of not less than three members (the “Members”), the majority of which must be Independent Non-executive Directors of the Company and at least one of which shall be of a different gender. All of the members shall be appointed by the board of Directors (the “Board”) from amongst the Independent Non-executive Directors and Non-executive Directors. The Nomination Committee must be chaired by the Chairman of the Board or an Independent Non-executive Director.
2. The Board may remove any member or all members of the Nomination Committee at its sole discretion. The Board may from time to time vary the composition of the Nomination Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
3. The Chairman of the Nomination Committee shall be appointed by the Board.

Secretary

The company secretary of the Company or his or her nominee shall be the secretary of the Nomination Committee.

Frequency of Meetings

The Nomination Committee shall meet at least once a year and at such other times as its Chairman shall require.

Meetings

1. Meetings of the Nomination Committee shall be called by its Chairman or by request of the Board.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and accompanying committee papers, if any, and items to be discussed, shall be issued to each Member and any other person required to attend at least 3 days prior to the date of the meeting.
3. The quorum of meetings shall be two Members.
4. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of Members present.
5. A resolution in writing signed by all Members shall be as valid and effective as if it had been passed at a meeting duly convened and held.
6. Meetings could be attended in person or via electronic means, including but not limited to, by teleconference or by video conference.

Attendance at Meeting

1. The Nomination Committee may request any Directors or any other individuals to attend its meeting but such Directors or other individuals shall not be counted in the quorum and are not entitled to vote at the meetings.
2. Only the Members can vote in the meetings.

Attendance at the Annual General Meeting

The Chairman of the Nomination Committee or in his absence, another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's duties and responsibilities.

Authority

1. The Nomination Committee is authorised by the Board to investigate any activity within these items of reference. It is also authorised to seek any information it reasonably requires from any employee of the Company. All employees are directed to co-operate with any reasonable request made by the Nomination Committee.
2. The Nomination Committee is authorised by the Board, at the Company's expense, to appoint independent professional advisers with relevant experience and expertise (including nomination consultants) to assist the Nomination Committee and to secure the attendance of such professional advisers at its meetings if it considers necessary.
3. The Company should provide the Nomination Committee sufficient resources to perform its duties. The Nomination Committee is authorised to require the Company's management to provide it with such resource as may be necessary for it to discharge its duties.

Duties

1. The duties of the Nomination Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board annually, assist the Board in maintaining a Board skills matrix, ensure that candidates put forward for election as Directors at the Company's annual general meeting provide the Board with a balance of skills, experience and diversity of perspectives appropriate to the Group's business, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (b) 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;
- (c) to assess the independence of Independent Non-executive Directors;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive;
- (e) to support the Company's regular evaluation of the Board's performance;
- (f) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively;
- (g) to review and monitor the training and continuous professional development of Directors and senior management of the Company;
- (h) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees of the Company;
- (i) to conduct an annual review of the Company's mechanism(s) to ensure independent views and input are available to the Board;
- (j) to maintain and conduct annual review the Company's Anti-corruption Policy;
- (k) to review the Company's Nomination Policy from time to time;
- (l) to conduct annual review of the Company's Policy of Board Diversity, Refreshment & Succession and its implementation;
- (m) to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so;
- (n) to disclose the relevant Company's policy(ies) and the results of review/assessment by the Nomination Committee in the Company's Annual Report in accordance with the requirements of the Listing Rules; and

(o) to do any such things to enable the Nomination Committee to perform its functions conferred on it by the Board.

2. In discharging its duties under these terms of reference, the Nomination Committee shall take into account relevant provisions of the Listing Rules and other factors that it deems necessary.

Reporting Procedures

1. Minutes of the Nomination Committee meetings shall be recorded and kept by the secretary of the Nomination Committee and shall be available for inspection at any reasonable time on reasonable notice by any Director. All minutes shall record in sufficient details the matters considered and decisions reached or recommendations made, including any concerns raised by any Member or dissenting views expressed.
2. Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Members for comments and records respectively, within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation.
3. After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities and any decisions or recommendation made.

Interpretation

Interpretation of these terms of reference shall belong to the Board.

Hong Kong, 24 June 2025