

Nomination Committee Terms of Reference and Operating Rules

Chapter 1 Objectives

- Rule 1** The nomination committee (the “Committee”) of Sino-Ocean Group Holding Limited (the “Company”) aims to review the structure, size and composition of the board (the “Board”) of directors of the Company (the “Director(s)”) regularly and make recommendations on any proposed changes to the Board, nominate Directors and engage senior management.

Chapter 2 Composition

- Rule 2** The Committee shall comprise at least three (3) Directors, of which more than half shall be independent non-executive Directors, with at least one Director of a different gender. The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director.
- Rule 3** Members of the Committee shall be appointed by the Board and can be removed by the Board at its sole discretion.
- Rule 4** The Board shall from time to time vary the composition of the Committee in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”), or the rules of any other stock exchange in respect of which shares of the Company are listed or quoted, or such codes, rules and regulations as may be prescribed by The Securities and Futures Commission of Hong Kong or any other applicable regulators from time to time.
- Rule 5** The company secretary of the Company shall also be the secretary of the Committee.

Chapter 3 Authority

- Rule 6** The Committee shall report directly 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).
- Rule 7** The Committee is entitled to obtain external independent professional advice and to invite external parties with relevant experience and expertise to attend its meetings if it considers necessary.
- Rule 8** The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional advice, at the Company’s expense, to perform its responsibilities.

Chapter 4 Duties

Rule 9

The duties of the Committee include the following:

- (1) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and experience) 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;
- (2) with due regard for the benefits of diversity on the Board, 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;
- (3) to review the implementation and effectiveness of the Board diversity policy on an annual basis, and make recommendations on any proposed changes thereto to the Board for consideration and approval;
- (4) to review and 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;
- (5) to support the Company's regular evaluation of the Board's performance;
- (6) to assess the independence of independent non-executive Directors;
- (7) to review the implementation and effectiveness of the Company's mechanism to ensure an independent element on, and independent view and inputs are available to the Board on an annual basis, and make recommendations on any proposed changes thereto to the Board for consideration and approval;
- (8) to make recommendations to the Board on the appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
- (9) to make recommendations to the shareholders of the Company on re-election of the Directors at general meetings;
- (10) to make recommendations to the Board on the appointment of members of the Board committees;
- (11) to consider the nomination, appointment or dismissal of the Company's senior management (except company secretary) recommended by the chief executive officer of the Company;

- (12) to review the implementation and effectiveness of the workforce (including senior management) diversity policy regularly and monitor the progress on achieving the measurable objectives (where applicable) adopted for the workforce (including senior management);
- (13) to authorise the general office of the Board to act as the office of the Committee for execution of the nomination matters;
- (14) to review from time to time as appropriate these Terms of Reference and Operating Rules and recommend to the Board any necessary changes; and
- (15) to consider and implement other duties and matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

Chapter 5 Committee Meetings

Rule 10 Frequency

The Committee shall hold a regular meeting (“Regular Meeting”) at least once a year and additional meetings as required. Any one (1) member may convene a meeting of the Committee (except for emergency meetings which shall be convened by any two (2) members (“Emergency Meetings”).

Rule 11 Notice

Notice of a meeting shall be deemed to be duly given to a member if it is given to him/her personally in writing or orally or sent to him/her at his/her address or email address notified by him/her to the Company. In respect of Regular Meetings, notice of at least seven (7) days should be given. For Emergency Meetings, reasonable notice should be given. For meetings other than Regular Meetings and Emergency Meetings, notice of at least three (3) days should be given. The notice requests under this Rule can be waived by all members in meeting. A member may waive a notice of any meeting and any such waiver may be prospective or retrospective. Irrespective of the length of notice given, attendance of a meeting by a member shall be deemed a waiver of the requisite length of notice by the member. Notice of any adjourned meeting is not required if the adjournment is less than seven (7) days.

Rule 12 Quorum

The quorum for meetings of the Committee shall be any two (2) members, and at least one of them shall be an independent non-executive Director.

Rule 13 Attendance

- (1) Members of the Committee shall attend meetings personally.
- (2) The Committee may invite, if necessary, Directors and other senior officers to attend its meetings, but they are not entitled to vote at such meetings.

Rule 14 Convening

Meeting of the Committee may be held in person or by way of instant communication (including but not limited to teleconference and videoconference). The members of the Committee who attend meetings by the above means shall be deemed to have attended such Committee meetings.

Rule 15 Resolutions

Each member shall have one (1) vote in each resolution. Resolutions of the Committee shall be passed by a majority of votes cast at a meeting duly convened and held or by way of written resolutions signed by the majority of the members duly appointed and entitled to vote except those who are temporarily unable to act through ill-health or disability.

Rule 16 Minutes and Records

- (1) The draft and final version of the minutes of a meeting of the Committee shall be sent to all members for their comment and records respectively within reasonable time after such meeting.
- (2) The records of the Committee meetings, including notice of meetings, materials, voting papers and minutes, shall be kept by the secretary of the Committee.

Chapter 6 Supplementary Article

Rule 17 The power of interpretation of these Terms of Reference and Operating Rules shall be vested in the Board.

Effective Date: 27 June 2025