

Success Dragon International Holdings Limited

勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Adopted on 12 March 2012 and amended on 21 March 2014, 16 May 2016 and 27 June 2025 by the Board)

TABLE OF CONTENT

1. DEFINITIONS
2. CONSTITUTION
3. MEMBERSHIP
4. PROCEEDINGS OF MEETINGS
5. ROLES AND RESOURCES
6. AUTHORITY, FUNCTIONS AND DUTIES
7. REPORTING TO THE BOARD
8. REPORTING PROCEDURES

1. DEFINITIONS

“Board”	means the board of Directors
“Company”	means Success Dragon International Holdings Limited
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“INED(s)”	means the independent non-executive Director(s)
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Member”	a member of the Nomination Committee
“Nomination Committee”	means the nomination committee of the Company
“Secretary”	means the secretary of the Nomination Committee

2. CONSTITUTION

- 2.1 The Nomination Committee was established by the Board.
- 2.2 These terms of reference were proposed by the Nomination Committee and adopted by the Board.

3. MEMBERSHIP

- 3.1 The Nomination Committee shall comprise a minimum of 3 Members. At least one member of the Nomination Committee must be of a different gender. Majority of the Members shall be INEDs. The Members shall be appointed by the Board without fixed term of office.
- 3.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and should either be the Chairman of the Board or an INED. In the absence of the Chairman, Members present may elect Chairman to conduct the meeting.

4. PROCEEDINGS OF MEETINGS

- 4.1 Meetings shall be held at least once a year.
- 4.2 A quorum shall be 2 Members, one of whom should be an INED.

- 4.3 Additional meetings shall be arranged if the work of the Nomination Committee requires or if the chairman of the Nomination Committee considers necessary.
- 4.4 Each meeting of the Nomination Committee shall be attended, physically or by electronic means.
- 4.5 Save for otherwise required by any applicable law, regulation or rules, in lieu of meetings, decisions by the Nomination Committee can be carried out by means of resolutions in writing circulated among and duly signed by all Members.
- 4.6 In general, the company secretary of the Company should be the Secretary.

5. ROLES AND RESOURCES

- 5.1 The Nomination Committee is authorized by the Board to perform any functions within its terms of reference.
- 5.2 The Nomination Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, provided that the arrangement is in line with the Company's guidelines for seeking independent professional advice (if any).

6. AUTHORITY, FUNCTIONS AND DUTIES

The Nomination Committee shall have the following authority, functions and duties:

- 6.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, to 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. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the diversity policy adopted by the Company from time to time to serves the Company's purpose, values, strategy and desired culture;
- 6.2 draw up, review and update, as appropriate, the diversity policy concerning the diversity of its board members and workforce (including senior management) for the Board's approval having due regard to the requirements of the Listing Rules, review and update the objectives that the Board has set for implementing such policy;

- 6.3 develop, review, update and implement, as appropriate, the nomination policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval. Such criteria includes but not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- 6.4 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;
- 6.5 assess the independence of the INEDs;
- 6.6 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the Chairman and chief executive of the Company, taking into account all factors which the Committee considers appropriate including but not limited to the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- 6.7 review the Company's arranging and (where necessary) funding of continuous professional development for all directors;
- 6.8 monitor the continuous professional development of all directors;
- 6.9 support the Company's regular evaluation of the Board's performance and develop the procedures for the performance evaluation of the Board committees:
 - (a) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - (b) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable; and
 - (c) review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes.
- 6.10 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, taking into account:
 - (a) professional qualifications and work experience;
 - (b) existing directorships of issuers listed on GEM or the Main Board;

- (c) other significant external time commitments of such directors; and
- (d) other factors or circumstances relevant to the director's character, integrity, independence and experience.

6.11 review and recommend to the Board on any revisions to the diversity policy, as appropriate, review the measurable objectives that the Board has set for implementing the diversity policy to ensure its effectiveness as well as disclosing the diversity policy or a summary of such policy in the corporate governance report annually;

6.12 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 Listing Rules or applicable law; and

6.13 consider such other matters as the Board may from time to time determine.

7. REPORTING TO THE BOARD

7.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. REPORTING PROCEDURES

The Secretary shall arrange the records of the meetings of the Nomination Committee in the following manner:

8.1 draft minutes to be sent to all Members of the Nomination Committee present in the meeting for comments and records within a reasonable time (normally 10 business days after the meeting);

8.2 a reasonable time (normally a minimum of 3 business days) shall be allowed for each Member to comment on the draft minutes;

8.3 within a reasonable time (normally the next 10 business days), the final version of the minutes shall be circulated to each attendee at the relevant meeting for signature; and

8.4 within a reasonable time (normally within 3 business days after obtaining all signatures) the signed minutes shall be sent to each Member for record, and if desirable, to the relevant member(s) of the Board or the relevant management executives of the Group, for reference and/or follow up.