



CHINA SILVER TECHNOLOGY HOLDINGS LIMITED
中華銀科技控股有限公司

(formerly known as TC Orient Lighting Holdings Limited 達進東方照明控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 515)

Terms of Reference of the Nomination Committee (the “Committee”)

1. Membership

- 1.1 Members of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company. The Committee shall consist of not less than three Directors, a majority of whom shall be independent non-executive Directors.
- 1.2 The Board should appoint at least one Director of a different gender to the Committee.
- 1.3 The chairperson of the Committee shall be appointed by the Board and shall either be the chairperson of the Board or an independent non-executive Director.
- 1.4 The Company Secretary or his/her nominee shall act as the Committee’s secretary.
- 1.5 Unless otherwise determined by the Board, the term of each Committee member shall be the same as his/her term as a Director. Subject to the Articles of Association of the Company (as amended from time to time) (the “**Articles**”) and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
- 1.6 A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

2. Proceedings of meetings

- 2.1 The Committee shall meet at least annually. Additional meetings may be convened by the chairperson, any member or the secretary of the Committee, and shall be held as the work of the Committee demands. Notice shall be given for a meeting of the Committee, unless such notification is waived by all members of the Committee.
- 2.2 The quorum of a meeting of the Committee shall be any two Committee members.
- 2.3 Each member shall have one vote. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the chairperson of the Committee shall have a second or casting vote.
- 2.4 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 2.5 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a resolution in writing signed by all the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 2.6 Unless otherwise specified hereunder, the provisions contained in the Articles for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

3. Roles and authority; duties, powers and functions

- 3.1 The Committee is authorised to request the employees of the Company to provide any information within the scope of its duties, should be provided with sufficient resources to perform its duties, and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.
- 3.2 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- i. 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;
 - ii. if the proposed independent non-executive Director will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - iii. the perspectives, skills and experience that the individual can bring to the Board; and
 - iv. how the individual contributes to diversity of the Board.
- 3.3 The authorities and responsibilities of the Committee shall include such authorities and responsibilities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in the Listing Rules (including an Appendix thereto), as amended from time to time.
- 3.4 The chairperson of the Committee, or in their absence, another member of the Committee or failing this, their duly appointed delegate, shall attend the annual general meeting (the "**AGM**") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.

3.5 Without prejudice to any requirements under the CG Code, the duties of the Committee shall include the following –

- (i) formulate and review the nomination policy for the Board’s consideration and implement the Board’s approved nomination policy;
- (ii) review the structure, size and composition (including but not limited to the skills, knowledge, experience, length of service and diversity) 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;
- (iii) identify and nominate appropriate candidates to become members of the Board for the Board’s approval, select (or make recommendations to the Board on the selection of) individuals nominated for directorship on merits and against objective criteria, with due regard on the benefits of diversity on the Board, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;
- (iv) assess the independence of independent non-executive Directors (the “INEDs”), review the annual confirmations by INEDs on their independence, and make disclosure of its review results in the Corporate Governance Report;
- (v) regularly review the time required from a Director to perform his/her responsibilities;
- (vi) make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the Chairman, the Chief Executive as well as the senior management, taking into account the Company’s corporate strategy and the mix of skills, knowledge, diversity and experience in the future;

- (vii) review the Board diversity policy, as appropriate, and to review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (viii) support the Company's regular evaluation of the Board's performance;
- (ix) consider such other matters as the Board may from time to time determine, and do any such things to enable the Committee to discharge its powers and functions conferred on it from time to time by the Board; and
- (x) 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 applicable legislation and regulations.

4. Reporting Procedures

- 4.1 The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

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Originally adopted on: 19 January 2015

This latest version is last updated by the resolution duly passed by the Board and became effective on: 1 July 2025