SOLOMON SYSTECH

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

晶門半導體有限公司

(the "**Company**")

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Membership

1. The Nomination Committee shall consist of at least three members, and a majority of whom shall be Independent Non-Executive Directors appointed by the Company's board of directors (the "Board") from time to time and at least one of the members shall be of a different gender.

2. The Board shall designate one of the members of the Nomination Committee as Chairman of the Committee. The Nomination Committee has to be chaired by the Chairman of the Board or an Independent Non-Executive Director.

3. The Company Secretary or his nominee shall act as the Secretary of the Nomination Committee.

Frequency and Proceedings of Meetings

4. The Nomination Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.

5. The Nomination Committee's Chairman may convene additional meetings at his discretion.

6. The quorum of a meeting shall be two Nomination Committee members.

7. Proceedings of the Committee's meetings shall be governed by Article 126 of the Company's Articles of Association.

Duties, Powers and Functions

8. The Nomination Committee shall –

(a) Formulate and conduct periodic review of the nomination policy for the Board's consideration and implement the Board's approved nomination policy; and

(b) without prejudice to the generality of the foregoing:

(i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;

(ii) identify and nominate candidates to the Board for it to appoint or to recommend to Shareholders for election. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;

(iii) consider the skills mix needed in respect of the Directors, and make recommendations to the Board;

(iv) identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;

(v) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;

(vi) regularly review the time required from a Director to perform his responsibilities;

(vii) make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management;

(viii) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and

(ix) 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 legislation.

9. The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

10. The Nomination Committee shall review the policy on Board and workforce diversity and any measurable objectives for implementing such Board and workforce diversity policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to disclose the results of its review in the Corporate Governance Report of the Company.

Reporting Procedures

11. The Nomination Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Nomination Committee's Chairman shall report the Committee's findings and recommendations to the Board.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

July 2025