T.S. Lines Limited
德翔海運有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 02510)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The nomination committee (the "**Nomination Committee**") of T.S. Lines Limited (the "**Company**") should be established by the board of directors of the Company (the "**Board**"). Set out below are the terms of reference (the "**Terms of Reference**") of the Nomination Committee. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

1. PURPOSE

1.1 The purpose of the Nomination Committee is to identify, consider and recommend to the Board appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board, to develop and recommend to the Board the nomination guidelines and the board diversity policy for the Company (the "**Board Diversity Policy**"), which shall be consistent with any applicable laws, regulations and listing standards.

2. MEMBERS

2.1 Members of the Nomination Committee shall be appointed by the Board.

2.2 The Nomination Committee should comprise a majority of independent non-executive directors.

2.3 The members of the Nomination Committee shall have at least one member of a different gender.

2.4 The Nomination Committee must be chaired by the chairman of the Board or an independent non-executive director within the Nomination Committee and appointed by the Board.

3. SECRETARY OF NOMINATION COMMITTEE

3.1 The company secretary of the Company shall act as the secretary of the Nomination Committee.

3.2 The Nomination Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

4. MEETING

4.1 The member of Nomination Committee should meet at least once a year or more frequently if circumstances require. Any member or the secretary of the Nomination Committee can call for a meeting.

4.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

4.3 The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive director.

4.4 Meeting can be attended in person or via electronic means including telephone, tele-conferencing or any other telecommunications or in such other manner as the members may agree, provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

4.5 The agenda and accompanying meeting materials shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

4.6 Upon the invitation from the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive officer, other staff members responsible for the human resources function, external advisor and other persons can be invited to attend all or part of any meeting.

4.7 Only the members of the Nomination Committee can vote in a meeting of the Nomination Committee. Subject to the Articles of Association of the Company, questions arising at any meeting of the Nomination Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

4.8 A resolution passed and signed by all members of Nomination Committee is valid, and the validity is the same as any resolution passed in the meeting held.

4.9 Full minutes of Nomination Committee meeting should be kept by a duly appointed secretary of the Nomination Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Nomination Committee for their comment and records, within a reasonable time after the meeting.

5. AUTHORITY

5.1 The authorities and responsibilities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 to the Listing Rules (as amended from time to time).

5.2 The Nomination Committee is authorized by the Board to request from employee of the Company to provide any information within the scope of its duties.

5.3 The Nomination Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Nomination Committee.

Remark: the independent professional advice can be sought via the company secretary of the Company.

5.4 The Nomination Committee should be provided with sufficient resources to perform its duties.

6. DUTIES AND POWERS

Without prejudice to any requirement under the CG Code, the Nomination Committee shall have the following duties and powers:

6.1 to review the structure, size and diversity (including but not limited to gender, skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assisting 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;

6.2 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;

6.3 to assess the independence of independent non-executive directors;

6.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman and the chief executive);

6.5 to review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;

6.6 to review and assess each director's time commitment and contribution to the Board as well as director's ability to discharge his or her responsibility effectively;

6.7 to support the regular evaluation of the performance of the Board; and

6.8 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it 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 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) listed company directorship, 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.

7. REPORTING

7.1 The Nomination Committee shall report to the Board after each of its meetings.

8. ANNUAL GENERAL MEETING

8.1 The chairman of Nomination Committee or (if absent) the other member of Nomination Committee (must be an independent non-executive director) should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee at such meetings.

(Updated in August 2025)