

SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(The “**Company**”, together with its subsidiaries, the “**Group**”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

*(Revised and approved by the board of directors of
Skyworth Group Limited on 28 August 2025)*

Constitution

1. The nomination committee (the “**Committee**”) of the Company was established by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on 5 February 2005.

Objective and Role

2. The primary objective of the Committee is to ensure a fair and transparent procedure for the appointment and re-appointment of Directors. These terms of reference have been prepared in compliance with relevant code provisions of the Corporate Governance Code under Appendix C1 to the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the requirements of the Listing Rules.

Membership

3. The Committee shall be established by the Board.
4. Majority of the Members of the Committee shall be independent non-executive Directors, with at least one Member of a different gender.
5. The Chairperson of the Committee shall be the Chairperson of the Board or an independent non-executive Director appointed by the Board.

Attendance at Meetings

6. The Committee may invite any Director, member of senior management or other individual to attend meetings of the Committee as it considers appropriate.
7. The company secretary of the Company shall be the secretary of the Committee. In the absence of the company secretary, his or her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

Frequency of Meetings

8. Meetings shall be held at least once a year and at such times as the Committee determines appropriate to carry out its responsibilities.

Authority

9. The Committee is authorised to seek any information it requires from any employee in order to perform its duties.
10. In connection with its duties, the Committee is authorised to obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference if it considers necessary.
11. In carrying its responsibilities, the Committee may authorise any one or more of its members or the Chairperson of the Committee to take any action, and impose any regulations upon them, when it deems appropriate and in the best interests of the Company.

Duties

12. In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity profile) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
 - (b) to be responsible for identifying and nominating for approval of the Board suitably qualified candidates as additional Directors or to fill Board vacancies as they arise;
 - (c) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairperson and the chief executive officer;
 - (d) in the case of appointment and re-appointment of independent non-executive Directors, to assess the independence of the appointees having regard to relevant guidelines or requirements of the Listing Rules in place from time to time;
 - (e) to assess the independence of independent non-executive Directors on an annual basis having regard to relevant guidelines or requirements of the Listing Rules in place from time to time;
 - (f) to produce and approve disclosure statements in relation to the Committee and its work as required by applicable laws and rules where necessary; and
 - (g) to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board; and
 - (h) to support the Company's regular evaluation of the Board's performance.

Meeting Procedures

13. The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.
14. The quorum for meetings shall be two members of the Committee.

Reporting Procedures

15. The Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or at other times or occasions where necessary.
16. The secretary of the Committee shall arrange to distribute the minutes of meetings / written resolutions of the Committee to the Board members.

Annual General Meeting

17. Chairperson of the Committee or another Member of the Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the activities of the Committee and their responsibilities.

Frequency of Review

18. The above terms of reference shall be reviewed from time to time, and can be revised by the Board when necessary.

(The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and its Chinese version, the English version shall prevail.)