神州控股
DC Holdings

DIGITAL CHINA HOLDINGS LIMITED
(神 州 數 碼 控 股 有 限 公 司*)
(於百慕達註冊成立之有限公司)
(股份代號：00861)

Terms of reference of
the Nomination Committee of the Board of Directors

* *For identification purpose only*

Digital China Holdings Limited
(神州數碼控股有限公司)*
(the "Company")

Terms of reference of the Nomination Committee (the "**Committee**")
of the Board (the "**Board**") of Directors (the "**Directors**") of the Company

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1. **Constitution**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 31 December 2021.

2. **Membership**

2.1 Members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, at least one of a different gender and a majority of whom shall be independent non-executive Directors. The quorum of a Committee meeting shall be any two members of the Committee and one of whom must be independent non-executive Director.

2.2 The Chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive Director.

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by resolutions passed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. **Procedural Standing Orders**

3.1 The Standing Orders which from time to time apply to the terms of reference of the Audit Committee of the Board shall apply mutatis mutandis to these terms of reference of the Committee.

3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

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4. **Alternate Committee members**

4.1 A Committee member may not appoint any alternate.

5. **Authority of the Committee**

5.1 The Committee may exercise the following powers:

(a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as "Group") and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;

(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

5.2 The Company should provide the Committee sufficient resources to perform its duties.

6. **Duties of the Committee**

6.1 The duties of the Committee shall be:

(a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) 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;

(b) to identify individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorships;

(c) to assess the independence of the independent non-executive Directors;

(d) to make recommendations to the Board on:
  (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
  (ii) the policy on the terms of employment of non-executive Directors;
  (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
  (iv) proposed changes to the structure, size and composition of the Board;
  (v) candidates suitably qualified to become members of the Board;
  (vi) the selection of individuals nominated for directorship;
  (vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
  (viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;
  (ix) the appointment or re-appointment of Directors;
  (x) succession planning for Directors in particular the chairman and the chief executive;
  (xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy; and
  (xii) the policy for the nomination of Directors and on the establishment of a formal and transparent procedure for developing nomination policy;

(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:

  (i) succession planning of Directors;
  (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
  (iii) changes in market environment and commercial needs of the market in which the Group operates;
  (iv) the skills and expertise required from members of the Board;
  (v) the Board's policy concerning diversity of Board members adopted from time to time; and
  (vi) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;

(f) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and

(g) to assess each Director's time commitment and contribution to the Board and the Director's ability to discharge his or her responsibilities effectively;

(h) to support the Company's regular evaluation of the Board's performance; and

(i) to consider and implement other matters, as defined or assigned by the Board from time to time.

7. **Annual general meeting**

7.1 The Chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

8. **Continuing application of the New Bye-Laws of the Company**

8.1 The New Bye-Laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

9. **Powers of the Board**

9.1 The Board may, subject to compliance with the New Bye-Laws of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

10. **Publication of the terms of reference of the Committee**

10.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

Adopted on 31 December 2021 and amended on 28 November 2025