



AOWEI HOLDING LIMITED

奧威控股有限公司

(incorporated in the British Virgin Islands and continued in the Cayman Islands with limited liability)

(Stock Code: 1370)

(the “Company”)

Terms of Reference of Nomination Committee

**Revised and Approved by the Board of Directors of the Company on
30 June 2025**

1. Constitution

The board (“**Board**”) of directors (“**Directors**”) of the Company has resolved to set up a nomination committee of the Board (“**Committee**”).

2. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

3. Composition

3. The Committee shall comprise three Directors or above. The majority of the members of the Committee (the “**Members**”) shall be independent non-executive Directors.
- 3.2 Members shall be nominated by the chairman of the Board, more than one-half of the independent non-executive Directors or more than one-third of all Directors, subject to election by the Board.
- 3.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.
- 3.4 The Company should appoint at least one Director of a different gender to the Committee.

- 3.5 Members shall have the same term of office as their directorship and the term of office is renewable upon re-election. If Members no longer act as Directors or independent non-executive Directors of the Company due to resignation or other reasons, they shall automatically lose their office as Members from the date when they no longer act as Directors or independent non-executive Directors. The Board shall arrange for replacements to fill the vacancies in accordance with the articles of association of the Company and these terms of reference.
- 3.6 Where the number of Members is less than two-thirds of the required number of Members due to the resignation or removal of Members or other reasons, the Board shall arrange for replacements to fill the vacancies in a timely manner. The Committee shall suspend any exercise of duties and powers stipulated by these terms of reference before the number of Members reaches two-thirds of the required number of Members.

4. Secretary

- 4.1 Save as otherwise appointed by the Committee, the secretary to the Committee shall be the company secretary of the Company.
- 4.2 The Committee may appoint the company secretary to handle the following routine affairs:
- (a) distribute an agenda and related materials of the meeting to the Members 5 days prior to the convening of meetings;
 - (b) maintain minutes of meeting, sort out opinions of all Members attending the meeting and deliver minutes to them for signing; and
 - (c) distribute draft and final versions of minutes of meeting to Members within 14 days upon conclusion of the meeting for their comments. The full minutes shall be maintained properly by the company secretary.

5. Powers

- 5.1 The Committee is authorized by the Board to review, assess, approve and make recommendations upon any issue within its scope of powers.
- 5.2 The Committee is to be provided with adequate resources to perform its functions. Should such a need arises when performing its duties, the Committee may seek independent professional advice for its decision making from intermediaries at the expense of the Company.

6. Duties and Functions

6.1 The duties of the Committee are as follows:

- (a) review from time to time the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and recommend to the Board for its consideration the Director Nomination Policy on selection criteria of potential candidates for directorship of the Company for the Board to achieve a balance of skills, experience and diversity of perspective appropriate to the requirements of the Group's strategic focus, specific business needs, and assist the Board in maintaining a board skills matrix. Changes to the Board's composition shall be managed without undue disruption; and shall continue a balanced composition of Directors so that there is a strong independent element in the Board, which can effectively exercise independent judgment;
- (b) review from time to time and recommend to the Board the succession plan to ensure the stability of the Board to complement the Company's corporate strategy;
- (c) review and report annually against any measurable objectives set for the implementation of the Board Diversity Policy and the Nomination Policy, and the progress on achieving these objectives (if relevant);
- (d) receive from a Director referral of suitable qualified candidate for it to assess if the potential candidate meets the selection criteria, which shall be based on meritocracy and the Board Diversity Policy appropriate for the Company's strategic focus and specific business needs; assess and recommend the Board for approval the nomination of the selected candidate as a Director either to fill a casual vacancy or as an addition to the existing Board and/or a member of any Board Committee of the Company and senior management;
- (e) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The Board and shareholders shall be provided with detailed curriculum vitae of nominated candidates so that they can make well-informed decisions;
- (f) identify and nominate candidates to fill temporary vacancies of Directors for the approval of the Board;
- (g) to support the regular evaluation of the Board's performance;
- (h) assess the independence of independent non-executive Directors, review the annual confirmation submitted by independent non-executive Directors in respect of their independence and make disclosure of the findings in the "Corporate Governance Report";
- (i) review the time required by directors in performing their responsibilities on a regular basis;

- (j) make other relevant disclosures in the Corporate Governance Report for approval by the Board in accordance with the Listing Rules;
- (k) 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;
- (l) under suitable circumstances, review the Board Diversity Policy and Director Nomination Policy, and measurable objectives and the progress made when the members of the Board implement the Policies, as well the annual disclosure of the findings in the “Corporate Governance Report”; and
- (m) conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law.

6.2 The Committee is accountable to the Board. Resolutions proposed by the Committee shall be submitted to the Board for consideration and decision, among which, resolutions on the nomination of candidates for directors shall be submitted to the general shareholders’ meeting for consideration and approval upon approval by the Board. The Committee shall make sure that 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 why they believe he/she should be elected and the reasons why they consider him/her to be independent.

7. Frequency and Proceedings of Meetings

- 7.1 There shall be at least one meeting of the Committee annually. If required, extraordinary meeting could be convened. The chairman of the Committee may decide to convene additional meetings at his/her discretion.
- 7.2 Meetings of the Committee shall include regular meetings and interim meetings. Regular meetings shall be convened once a year within six months upon conclusion of the previous accounting year. Interim meetings shall be convened upon proposal by the Board, the chairman of the Committee or more than two Members.
- 7.3 Regular and interim meetings of the Committee may be convened in the on-site form or by off-site means of communication.
- 7.4 Notice of regular meetings of the Committee shall be despatched five days prior to the meeting whereas notice of interim meetings shall be despatched three days before the meeting.
- 7.5 Meetings shall be presided over by the chairman of the Committee and the chairman, if unable to attend, may appoint another member who is an independent non-executive Director to preside over the meeting.

- 7.6 Meetings of the Committee shall be held by more than two-thirds of the Members attending the meeting. Each member of the Committee has one voting right. Resolutions adopted at the meetings shall take effect upon approval by more than one-half of all Members (including those Members who have not attended the meeting in person).
- 7.7 The Committee shall vote on a registered show of hands at the meetings. At interim meetings, the Committee may vote by facsimile or telephone and resolutions shall be adopted by facsimile at which Members attending the meeting shall sign provided that Members may fully express their opinions. If voting by other means of communication is adopted, Members who have signed the meeting resolutions shall be deemed to have attended the relevant meeting and have agreed to the contents of the resolutions.
- 7.8 The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings.
- 7.9 Members attending the meeting shall maintain the confidentiality of all matters discussed at the meeting. Unauthorized disclosure of the relevant information shall be prohibited.
- 7.10 Where an agenda relating to a member is to be discussed at the meeting of the Committee, such related member shall abstain from the meeting.
- 7.11 The meeting concerned shall be held by more than one-half of the unrelated Members attending the meeting and resolutions adopted shall be passed by more than one-half of the unrelated Members. Where the number of unrelated Members attending the meeting falls below one-half of the total number of unrelated Members, such an agenda shall be submitted to the Board meeting for consideration.
- 7.12 Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records by secretary of the committee within 14 days after the meetings.

8. Decision-making procedures

- 8.1 The Committee shall examine the election criteria and procedures and the term of office of directors and senior management of the Company in accordance with relevant laws and regulations and the provisions of the articles of association while taking into consideration of the Company's actual circumstances. The Committee shall, upon formation of a resolution, submit it to the Board for approval and, if approved, implement it accordingly.

8.2 The Nomination Policy of directors and senior management are as follows:

- (a) the Committee shall actively carry out communications with relevant departments of the Company in examining the Company's demand for new directors and senior management and prepare written materials;
- (b) the Committee may search for candidates for directors and senior management on an extensive scale in the Company, holding enterprises (with a controlling or minority interest) and the job market;
- (c) the selection of relevant candidates will consider whether the candidates can complement the other Directors, whether they will enhance the overall talents, experience and expertise of the Board, taking into account the distribution of gender, age, professional experience and qualifications, cultural and educational background and any other factors that the Board considers relevant and applicable to contribute to the diversity of the members of the Board from time to time;
- (d) the Committee shall seek the consent of the nominees on the nomination, otherwise such persons shall not be nominated for directors and management;
- (e) the Committee shall convene a meeting to conduct a qualification check of the preliminary candidates based upon the appointment criteria for directors and senior management;
- (f) the Committee shall submit to the Board its recommendations on the candidates for directors and senior management and relevant materials one to two weeks prior to the election of new directors or the appointment of new senior management; and
- (g) the Committee shall implement other follow-up work in accordance with the decisions and feedback of the Board.

9. Report

Chairman of the Committee or other Member who is authorized by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

10. Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Company's website and the Stock Exchange's website.

11. Interpretation

Interpretation of these terms of reference shall belong to the Board.

These terms of reference are prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.