



Abbisko Cayman Limited

和譽開曼有限責任公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2256

**Terms of Reference for the
Nomination Committee of
Abbisko Cayman Limited
(the “Company”)**

Definitions

1. For the purposes of these terms of reference (the “**Terms**”):

Board means the board of directors of the Company.

Chief Financial Officer means the senior officer of the Company responsible for financial management as appointed by the Board from time to time.

Company Secretary means any one of the joint company secretaries of the Company.

Directors means the directors of the Board.

Group means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

Listing Rules means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Senior Management means the chairperson, chief executive officer, chief scientific officer, chief financial officer and chief technology officer and any other officers of the Company whose remuneration package is, or is proposed to be, more favourable than that of any officer appointed by the Board; and any other employees of the Company as determined by the Remuneration Committee.

Shareholders means the shareholders of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Nomination Committee was established by resolutions of the Board on September 16, 2021.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. Among the members of the Nomination Committee, there shall be at least one member of a different gender. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee one of whom must be an independent non-executive Director.
4. The Nomination Committee shall be chaired by the chairperson of the Board or an independent non-executive Director.

Frequency and procedure of meetings

5. Unless otherwise stated herein, the meetings are governed by the provisions contained in the Company's Articles of Association for regulating the meeting and proceedings of Directors.
6. Meetings shall be held not less than once a year. The chairperson of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.
7. An agenda and accompanying board papers should be sent in full to all Directors in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or other agreed period).
8. Senior Management is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by Senior Management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the Senior Management.
9. The Company Secretary shall be the secretary of the Nomination Committee.

Annual General Meeting

10. The chairperson of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any Shareholders' questions on the Nomination Committee's activities.
11. If the chairperson of the Nomination Committee is unable to attend an Annual General Meeting of the Company, he/she shall arrange for another member of the Nomination Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be prepared to respond to any shareholder questions on the Nomination Committee's activities.

Declaration of Interest

12. Each member of the Nomination Committee shall declare to the Nomination Committee any of his/her personal financial interest in connection with any matter to be discussed or resolved by the Nomination Committee and any potential conflict of interest in connection with such matter, including but not limited to interest in terms of ownership of intellectual property rights or equity interest. Any member with such interest or relates to such potential conflict of interest shall be abstained from discussions and voting in the Nomination Committee's resolution in respect of the related matters and shall abstain from direct communications with members of the Board or senior management of the Company in relation to such matters.

Authority

13. The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

14. The Nomination Committee should seek independent professional advice to perform its responsibilities, at the Company's expense, if it considers necessary. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

Duties

15. The duties of the Nomination Committee shall include:
- (a) reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board at least annually, assisting the Board in maintaining a Board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) making 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, and to make recommendations to the Board on the appointment of an independent non-executive Director as the lead independent non-executive Director (if any);
 - (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
 - (d) assessing each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of the Stock Exchange and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
 - (e) assessing the independence of independent non-executive Directors, including the length of tenure and any overboarding on an annual basis upon receipt and review of a written confirmation from each of the independent non-executive Directors in respect of his or her independence pursuant to Rule 3.13 of the Listing Rules (the "**INED Confirmation**");
 - (f) reporting to the Company as to whether the INED Confirmations have been received from each of the independent non-executive Directors and their view in that regard;

- (g) 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 should be elected and the reasons why it considers the individual to be independent;
 - (ii) To be repealed after June 30 , 2028 if the proposed independent non-executive Director will be holding their seventh (or more) 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.
- (h) overseeing research and development activities of Directors and the respective fee payments made by the Company to such Directors;
- (i) reviewing any payments to be made under agreements with any independent non-executive Directors and the terms and conditions and any payment to be made under any further agreements between the Company and the independent non-executive Directors in relation to any new research and development projects, to assess the terms and conditions and the rate for similar transactions in the market to ensure the reasonableness and fairness of the underlying transactions;

- (j) before appointments are made by the Board, evaluating the Board skills matrix, including the balance and mix of skills, knowledge and experience on the Board, to determine whether such diversity and mix serves the Company's purpose, values, strategy and desired culture and whether further skills are required, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall (where applicable and appropriate):
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) consider candidates with diverse skills and qualifications; and
 - (iv) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (k) keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (l) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (m) reviewing annually the time required from non-executive Directors. Performance evaluations should be used to assess whether the non-executive directors are spending enough time in fulfilling their duties; and
- (n) ensuring that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
- (o) formulating, or assisting the Board to formulate, maintaining and conducting annual reviews of a board diversity policy for the Company, developing, maintaining and reviewing workforce (including Senior Management) diversity policy, making recommendations on any proposed changes to the Board, as appropriate, to ensure it remains relevant to the Company's needs and reflects current regulatory requirements and good corporate governance practices, to monitor the progress on achieving the objectives set out therein and making disclosure of its review results in the Corporate Governance Report annually;
- (p) supporting the Company's regular evaluation of the Board's performance, including but not limited to the continuous professional development and training to be received by the Directors; and
- (q) considering other topics as defined by the Board.

16. The Nomination Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) suitable candidates for the role of independent non-executive Directors and the lead independent non-executive Director (if any);

- (c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;
- (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (e) the re-election by shareholders of any Director under the "retirement by rotation" provisions in the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required, length of tenure and any overboarding;
- (f) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
- (g) the appointment of any Director to executive or other office.

Reporting procedures

- 17. Full minutes of the Nomination Committee's meetings and all written resolutions should be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary or his/her appointed delegate), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 18. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes or, as the case may be, written resolutions of the Nomination Committee, should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings or the passing of the written resolutions.
- 19. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so. The Nomination Committee shall be provided with sufficient resources to perform its duties and is authorised to obtain independent professional advice to perform its responsibilities, at the Company's expense, if it considers necessary.

Provision of terms of reference

- 20. The Nomination Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.

(If there is any inconsistency between the English and Chinese version of this document, the English version shall prevail.)