

SHUNTEN INTERNATIONAL (HOLDINGS) LIMITED

順騰國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

(the “Company”)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Below are the terms of reference of the nomination committee of the Company (the “**Committee**”) established by the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) as amended and approved by the Board to take effect on 26 June 2025.

1. Membership

- 1.1 Members of the Committee (the “**Member(s)**”) shall consist of not less than three Directors and the majority of which shall be independent non-executive Directors appointed by the Board from time to time, with at least one Director of a different gender.
- 1.2 The chairman of the Committee (the “**Chairman**”) shall be the chairman of the Board or an independent non-executive Director appointed by the Board.
- 1.3 The company secretary of the Company or a person with appropriate qualifications and experience appointed by the Committee shall act as the secretary of the Committee (the “**Secretary**”).

2. Frequency and Proceedings of Meetings

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The Chairman may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two Members and one of them must be an independent non-executive Director. Meetings could be held in person, by telephone or by video conference. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.4 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

- 2.5 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its Members.
- 2.6 Meetings of the Committee shall be summoned by the Secretary at the request of any Member thereof.
- 2.7 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member, any other person required to attend and all other Directors, at least three working days prior to the date of the meeting.
- 2.8 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall be able to speak by prior arrangement with the Chairman.
- 2.9 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 2.10 Minutes of Committee meetings shall be circulated to all Members and to all members of the Board.

3. Duties, Powers and Functions

The Committee shall –

- (a) review the structure, size and composition (including the skills, knowledge and experience) 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) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive Directors;
- (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
- (e) have a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the corporate governance report;

- (f) support the Company's regular evaluation of the Board's performance; and
- (g) review and assess regularly each Director's time commitment and contribution to the Board as well as Director's ability to discharge his or her responsibilities effectively.

4. Authority

- 4.1 The authorities and responsibilities of the Committee shall include such authorities and responsibilities set out in the Corporate Governance Code issued by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") from time to time.
- 4.2 The Committee is authorised by the Board to determine the procedures, process and criteria to be adopted in relation to the selection and recommendation of candidates for directorship.
- 4.3 The Committee shall be provided with sufficient resources to perform its duties and where necessary, it shall seek independent professional advice, at the Company's expense.
- 4.4 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:
 - (a) 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;
 - (b) if the proposed independent non-executive Director will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM of the Stock Exchange, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.

5. Reporting Procedures

- 5.1 Full minutes of the meetings of the Committee should be kept by the Secretary. Draft and final versions of minutes of the Committee meetings should be sent to all Members for their comments and records respectively within a reasonable time after the meeting.
- 5.2 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

6. Annual General Meeting

- 6.1 The Chairman (or in his/her absence, other Member who shall be an independent non-executive Director) shall attend the Company's annual general meeting and be available to respond to any questions and enquiries in relation to the Committee's work.

7. Publication

- 7.1 These terms of reference will be posted on the websites of the Stock Exchange and the Company.

* *In case of inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.*