



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

Terms of Reference for Nomination Committee

Purpose

1. The purpose of the Nomination Committee is to assist the board (the “Board”) of directors (the “Directors”) of Pou Sheng International (Holdings) Limited (the “Company”) in the identification of suitable individuals qualified to become Board members, regularly review the structure, size, composition and diversity of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.

Composition

2. The members of the Nomination Committee shall be appointed by the Board from time to time and shall consist of not less than three Directors, at least one of which shall be of a different gender and a majority of which shall be independent non-executive Directors who shall meet and maintain the independence requirements from time to time as stipulated under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Board shall appoint one member of the Nomination Committee (who shall be the chairman of the Board or an independent non-executive Director) as the chairman of the Nomination Committee (the “Chairman”).

Meetings

3. The Nomination Committee shall meet at least annually or more frequently if circumstances require.
4. The quorum for meetings of the Nomination Committee shall be any two members and one of them must be independent non-executive Director.

5. The Chairman shall preside at all meetings of the Nomination Committee. In the absence of the Chairman, the remaining members present shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive Director) to chair the meeting. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
6. Unless waived by all members of the Nomination Committee on the notice, the duly appointed secretary of the meeting (who should normally be the company secretary) shall give seven (7) days (or if agreeable by all members of the Nomination Committee, and shorter period) prior notice to the members in writing or verbally or by electronic means for any meeting to be convened and circulate the meeting agenda to the members.
7. Meetings of the Nomination Committee should be convened by attending in person, telephone or video conference, or any other similar arrangement through which the members of the Nomination Committee can communicate with each other. With the consent of all members, resolutions of the Nomination Committee can be passed as written resolutions.
8. Any resolution shall be passed by a majority votes of the members of the Nomination Committee.

Access to advice

9. The Nomination Committee should be provided by the Company with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Responsibilities and Duties

10. The Nomination Committee shall perform the following duties: –
 - (a) review the structure, size and composition (including 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 and 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 of the Company 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. why the Board believes the individual would be able to devote sufficient time to the Board, taking into account the number of directorships of the proposed independent non-executive Director;
 - iii. the perspectives, skills and experience that the individual can bring to the Board; and
 - iv. how the individual contributes to the diversity of the Board.
- (d) 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;
- (e) support the Company's regular evaluation of the Board's performance;
- (f) make recommendations to the Board concerning membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;
- (g) make recommendations to the Board concerning the measurable objectives for achieving diversity on the Board; and
- (h) ensure that on appointment to the Board, 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.
- (i) review and update, as appropriate:
 - i. the implementation of policies concerning the diversity (the "Board Diversity Policy") and nomination (the "Nomination Policy For Directors" or the "Nomination Policy") of Board members;

- ii. the measurable objectives that the Board has set for implementing the Board Diversity Policy and Nomination Policy, and monitor the progress made on achieving the objectives and make appropriate recommendations to the Board; and
- iii. the related disclosures in the Company's corporate governance report contained in the annual report, including but not limited to disclosures of the Board Diversity Policy or a summary of it and the review results of the progress on achieving the abovementioned objectives, as well as the following disclosures in respect of the Nomination Policy, and make appropriate recommendations to the Board:
 - a summary of the Nomination Policy, including the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year;
 - its assessment of 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, their 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;
 - Board performance review; and
 - Board skills matrix.

Reporting Procedures

11. Minutes of meetings of the Nomination Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed and should be prepared and kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company).
12. Draft and final versions of minutes of the meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

13. Final version of the minutes of the meetings should be sent to all members of the Board as soon as practicable after such minutes have been prepared and finalised. The minutes should be opened for inspection at any reasonable time on reasonable notice by any Director.
14. Without prejudice to the generality of the duties of the Nomination Committee set out in these terms of reference, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there is legal or regulatory restriction on its ability to do so.

(Adopted by the Board on 13 November 2018 and subsequently revised on 30 October 2025)

Note: In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.