



PALINDA GROUP HOLDINGS LIMITED

百利達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

- (1) The primary function of the nomination committee is to give advice on the candidates, conditions, selection standards and procedures of the proposed appointment of the directors and the senior management of the Company and ensure the nomination procedure is fair and transparent. The Board together with the chairman of the nomination committee ensure the nomination committee is provided with sufficient resources to discharge its duties.

Membership

- (2) The committee members of the nomination committee shall consist of not less than three members appointed by the Board and a majority of whom shall be independent non-executive directors, with at least one member of a different gender. The quorum for a meeting shall be two members.
- (3) The chairman of the nomination committee shall be appointed by the Board and shall be either the chairman of the Board or an independent non-executive director. In the absence of such chairman, the committee members present shall choose one of their number to act as chairman to chair the meeting.

Attendance at Meeting

- (4) 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. The secretary of the nomination committee shall be the company secretary of the Company or his/her delegate or any other person appointed by the chairman of the nomination committee (the “**Secretary**”).

Frequency and proceedings of meetings

- (5) The nomination committee shall meet at least once a year. In addition, the chairman of the nomination committee may at his discretion, or at the request of the Board or the responsible director convene special meetings. The committee members may from time to time adopt the proceedings for convening a meeting, and the proceedings and means of passing the resolutions by the nomination committee.

Voting

- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman of the meeting who shall be the chairman of the Committee (or, in his/her absence, any one member of the Committee who: (a) is an independent non-executive director; (b) is present thereat; and (c) is elected by the members present to chair the meeting) shall have a second or casting vote.

Resolutions in writing

- (7) A resolution in writing signed by all of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.

Authority

- (8) The nomination committee shall report directly to the Board.
- (9) 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 Committee.
- (10) The nomination committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

- (11) The duties of the Committee shall be:
- (a) review the structure, size and composition (including but not limited to 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. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy (the "**Board Diversity Policy**") adopted by the Company;
 - (b) review the implementation and effectiveness of mechanisms to ensure the Board has access to independent views and opinions;
 - (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships. In identifying suitable candidates, the Committee should consider candidates on merit and against the objective criteria, with due regard for the benefit of diversity on the Board;
 - (d) assess the independence of independent non-executive directors with reference to the requirements of the GEM Listing Rules;

- (e) 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;
- (f) support the regular evaluation of the performance of the Board;
- (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 why they believe he should be elected and the reasons why they consider him to be independent;
- (h) monitor the implementation of the Board Diversity Policy and Nomination Policy (the “**Policies**”) and review such policy as appropriate, to review the measurable objectives that the Board has set for implementing the Policies, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (i) review annually the time commitment required of Directors and to evaluate whether Directors have committed adequate time to discharge their responsibilities;
- (j) conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the GEM Listing Rules or applicable law; and
- (k) to consider other topics, as defined by the Board.

Other Procedures

- (12) Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the chairman of the Committee or any such other person designated by the Committee.
- (13) The chairman of the nomination committee shall liaise with the secretary of the nomination committee before drafting and approving the agenda of every nomination committee’s meetings. The chairman of the nomination committee, with the assistance of the secretary, shall ensure all the committee members receive with adequate information in a sufficient time which facilitate the effective discussion at the meeting, and give due explanation to any matters that have been raised by the committee members at the nomination committee meeting. The secretary shall record the proceedings of the meeting at each duly convened nomination committee meeting. Minutes should record in sufficient detail the matters considered by the committee, decision reached or recommendation made, and including any concerns raised by any committee members or dissenting views expressed. The secretary to the Nomination Committee shall circulate the draft and final version of the minutes of meetings of the Nomination Committee to all members for their comment and record respectively, in both cases within a reasonable time after each meeting. At the next meeting of the Board following a meeting of the committee, the chairman of the committee shall report to the Board on the findings and recommendations of the committee.

Miscellaneous

- (14) The 1st revised terms of reference of the nomination committee was adopted by passing of the relevant resolutions by the Board on 23 March 2012 and shall have immediate effect.
- (15) The 2nd revised terms of reference of the nomination committee was adopted by passing of the relevant resolutions by the Board on 22 October 2013 and shall have immediate effect.
- (16) The 3rd revised terms of reference of the nomination committee was adopted by passing of the relevant resolutions by the Board on 20 December 2018 and shall have immediate effect.
- (17) The 4th revised terms of reference of the nomination committee was adopted by passing of the relevant resolutions by the Board on 15 September 2025 and shall have immediate effect.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.