



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. Membership

- 1.1 Members of the Nomination Committee (the “**Committee**”) shall be appointed by the board of director (the “**Board**”) from amongst the members of the Board, a majority of whom should be independent non-executive directors and shall consist of not less than three members.
- 1.2 The chairman of the Committee (the “**Chairman**”), being either the chairman of the Board or an independent non-executive director, shall be appointed directly by the Board.

2. Attendance at meetings

- 2.1 Members of the Committee shall normally attend meetings. Other Board members shall also have the right of attendance.
- 2.2 Any member of the Committee or the company secretary of the Company shall be the secretary of the Committee.
- 2.3 Nomination Committee meetings should follow an agenda to impose form and discipline and to help the Chairman of the Committee to control the meetings.

3. Frequency and proceedings of meetings

- 3.1 Meetings shall be held at least once a year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 3.3 A quorum shall be two members of the Committee.
- 3.4 A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

* For identification purpose only

4. Authority

- 4.1 The Committee is authorized by the Board to investigate any activity within the terms of reference set out herein. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request by the Committee.
- 4.2 The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary.

5. Duties

The duties of the Committee shall be:

- 5.1 to review the structure, size and composition (including the skills, knowledge, experience, gender, age, cultural and education background and ethnicity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the corporate strategy;
- 5.2 to develop and review, as appropriate, the policy for the nomination of directors, including the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship;
- 5.3 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.4 to assess the independence of independent non-executive directors;
- 5.5 to 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;
- 5.6 to review the board diversity policy and any measurable objectives for implementing such policy as may be adopted by the Board from time to time, and to review the progress of achieving those objectives; and
- 5.7 to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

6. Reporting procedures

- 6.1 Full minutes of the meetings of the Committee and written resolutions of the Committee should be kept by the secretary of the Committee.

- 6.2 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Committee and the Board within a reasonable time after the conclusion of the meeting for their comment and records. The Chairman of Committee shall formally approve minutes of the Committee meetings.
- 6.3 The Chairman, or in his absence, another member of the Committee, shall attend the Company's annual general meeting to answer shareholders' questions on the Committee's work and its responsibilities.

(amended on 28 September 2023)