



Sanbase Corporation Limited

莊皇集團公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8501)

Terms of Reference of the Nomination Committee

Revised by the Board on June 20, 2025

1. Constitution

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below.

2. Membership

- 2.1 The Nomination Committee shall be appointed by the Board and consist of not less than three (3) members, the majority of whom shall be independent non-executive Directors who shall meet and maintain the independence requirements set out in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The members of the Nomination Committee shall have at least one member of a different gender.
- 2.2 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director of the Company (the “**Chairman**”).
- 2.3 The quorum for a meeting of Nomination Committee shall be two (2) members, one (1) of whom shall be an independent non-executive director of the Company. A duly convened meeting of the Nomination 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 Nomination Committee. Members should attend the meetings either in person or through electronic means of communication, including but not limited to telephone or teleconferencing. The members of the Nomination Committee should ensure that they devote sufficient time and make contributions to the Company that are commensurate with their role and Board responsibilities.

3. Secretary

- 3.1 The company secretary of the Company or his/her nominee shall be the secretary of the

4. Authority

- 4.1 The Nomination Committee is authorized by the Board to act within these terms of reference. The Nomination Committee is authorized to seek any information it requires from any employee of the Company, and all employees are directed to co-operate with any request made by the Nomination Committee.
- 4.2 The Nomination Committee is authorized by the Board, at the Company's expense but subject to prior discussion with the Board on costs, to obtain outside legal or other independent professional advice if it considers necessary.
- 4.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

5. Duties

- 5.1 The duties of the Nomination Committee include:
 - (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 Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships, with due regard for the benefits of diversity on the Board;
 - (c) assess the independence of independent non-executive directors;
 - (d) make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
 - (e) developing the board diversity policy of the Company (the "**Board Diversity Policy**"), the workforce diversity policy of the Company (the "**Workforce Diversity Policy**"), and disclosing the policy or a summary of the policy in the corporate governance report published by the Company from time to time (the "**Corporate Governance Report**");
 - (f) reviewing the implementation and effectiveness of the Board Diversity Policy and Workforce Diversity Policy on an annual basis, and reviewing the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives;
 - (g) establishing and making recommendation to the Board, where appropriate, mechanism(s) to ensure independent views and input are available to the Board and disclosing such mechanism in the Corporate Governance Report, and reviewing the implementation and effectiveness of such mechanism on an annual basis;
 - (h) developing and reviewing, as appropriate, the policy for the nomination of Directors which

shall set out, inter alia, the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship;

- (i) assessing each Director's time commitment and contribution to the Board, as well as Director's ability to discharge his/her responsibilities effectively;
- (j) regularly review and report to the Board on the performance and suitability of the senior management to ensure they are in compliance with the employment terms and the performance goals and make recommendations to the Board on the reappointment or replacement of any senior management;
- (k) support the Company's regular evaluation of the Board's performance; and
- (l) perform tasks as assigned by the Board from time to time.

6. Notice of Meetings

- 6.1 A meeting of the Nomination Committee may be convened by any of its members through the company secretary of the Company.
- 6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the Nomination Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7. Frequency and Proceedings of Meetings

- 7.1 Meetings shall be held as and when appropriate, but at least once annually or at such frequency as required under the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or other regulatory requirements applicable to the Company from time to time.
- 7.2 The Chairman may convene additional meetings at his/her discretion.

8. Reporting Procedures

- 8.1 The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.
- 8.2 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 that individual should be elected and the reasons why they consider him to be independent.
- 8.3 The Nomination Committee should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy in the corporate governance report.

9. Minutes

- 9.1 Minutes of the Nomination Committee should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.
- 9.2 Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of meeting of the Nomination Committee shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

10. General

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the GEM Listing Rules.
- 10.2 The Nomination Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the websites of the Stock Exchange and the Company.