

**Soft International Group Ltd**  
**(舒寶國際集團有限公司)**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2569)**

**Terms of Reference of the Nomination Committee**

**1. Constitution**

The nomination committee (“**Committee**”) of Soft International Group Ltd (the “**Company**”) is established pursuant to a resolution passed by the board of directors (the “**Directors**”) of the Company (the “**Board**”) at its meeting held on 10 March 2025.

**2. Membership**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors and shall comprise a majority of independent non-executive Directors.
- 2.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and must be the chair of the Board or an independent non-executive Director.
- 2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee, by separate resolutions passed by the Board and by the Committee.
- 2.4 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

**3. Proceedings of the Committee**

**3.1 Notice of Meeting**

- (a) Unless otherwise agreed by all the Committee members, a Committee meeting shall be convened by at least fourteen (14) days’ notice.
- (b) A Committee member may at any time summon a Committee meeting.
- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile transmission or email or other form of electronic communication at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.

- (e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. Such agenda and other documents should be sent in a timely manner and at least 3 days before the intended date of a meeting (or other period agreed by the Committee).
- 3.2 The quorum for the Committee meeting shall be two members of the Committee. A resolution of the Committee shall be passed by the majority of the members present at the meeting.
- 3.3 The secretary of the Company shall act as the secretary of the Committee.
- 3.4 The Committee may invite other Board members to attend Committee meeting if the Committee deems appropriate or necessary. However, other Board member(s) who is/are not a Committee member may only be in attendance but shall not have any right to vote.

#### **4. Written resolutions**

Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

#### **5. Alternate Committee members**

Except for the situation as specified in clause 7(f) below, a Committee member may not appoint any alternate.

#### **6. Authorities of the Committee**

- 6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 7 below. The Board shall seek advice from the Committee prior to making any resolutions on matters with regard to the responsibilities of the Committee.
- 6.2 The Committee should be provided with sufficient resources to perform all its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

#### **7. Duties**

The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge and experience, and other aspects of diversity as set out in the Board diversity policy as approved by the Board from time to time (the "**Board Diversity Policy**")) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (b) 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 by considering factors including but not limited to perspective, skills and experience that the individual can bring to the Board, the contribution to diversity of the Board (as set out in the Board Diversity Policy as approved by the Board from time to time);
- (c) to assess the independence of independent non-executive Directors in accordance with the provisions of the Listing Rules and other relevant laws, rules and regulations;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chair of the Board and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- (e) to review the Board Diversity Policy and its implementation and effectiveness on an annual basis, to develop and review measurable objectives for the implementation of the Board Diversity Policy, and to monitor the progress on achieving these objectives; and
- (f) to attend annual general meetings of the Company, and to be available to answer questions at such annual general meetings.

***(Note: the chairman of the Committee shall attend annual general meetings of the Company; and in the absence of the chairman of the Committee, another member of the Committee or failing this, the chairman of the Committee's duly appointed delegate, shall attend)***

## **8. Reporting procedures**

- 8.1 Full minutes of Committee meeting (which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed) shall 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. The duly-appointed secretary of the meeting shall circulate the draft and final version of minutes of meeting to all members of the Committee for their comments and records respectively within a reasonable time after the meeting is held, and circulate the final version of minutes of meeting to all Directors within a reasonable time after the meeting is held. The procedures set out in this clause 8.1 shall also apply to the written resolutions of the Committee as referred to in clause 4 above.
- 8.2 The Committee should 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).

## **9. Continuing application of the articles of association of the Company**

The articles of association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

## **10. Powers of the Board**

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix C1 (Corporate Governance Code) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

## **11. Language**

If there is any inconsistency between the English and Chinese versions of these terms of reference of the Committee, the English version shall prevail.

## **12. Effective Date**

This term of reference of the Committee shall take effect from 10 March 2025.

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