

(Effective on 30 June 2025)

**Oshidori International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 622)**

**TERMS OF REFERENCE OF  
THE NOMINATION COMMITTEE**

# **Oshidori International Holdings Limited**

## **Terms of Reference of the Nomination Committee**

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### **Formation**

On 27th March 2012, the board (the “Board”) of directors (the “Directors”) of Oshidori International Holdings Limited (the “Company”) resolved to establish the nomination committee (the “Committee”) to take effect from 27th March 2012. The following set out the terms of reference for the Committee.

### **Composition and Quorum**

The Committee members shall be appointed by the Board amongst the Directors. A majority of the Committee members should be independent non-executive Directors, with at least one Committee member of a different gender. The chairman of the Committee shall be appointed by the Board and should be the Chairman of the Board or an independent non-executive Director.

Members : The Committee shall consist of not less than 3 members  
Quorum : 2 members

The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of Directors.

### **Authority**

1. The 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; and
2. The 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**

The duties of the Committee shall include: —

1. formulating, reviewing and implementing, as appropriate, a policy for the nomination of Directors, including the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship for the Board’s approval;

## **Oshidori International Holdings Limited**

### **Terms of Reference of the Nomination Committee**

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2. formulating a policy concerning board diversity, monitoring the implementation of such policy and to review the same, as appropriate, to ensure the effectiveness of such policy;
3. reviewing the structure, size and composition (having regard, without limitation, the balance between executive, non-executive and independent non-executive Directors as well as diversity including skills, knowledge, professional experience, competences, length of service, gender, age, ethnicity, cultural and educational background) of the Board at least annually, assisting the Board in maintaining a Board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
4. identifying and selecting individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships;
5. assessing the independence of independent non-executive Directors;
6. making 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 of the Company;
7. reviewing and assessing annually each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively;
8. supporting the Company's regular evaluation of the Board's performance; and
9. ensuring the Board receives an appropriate continuous training programme.

### **Resources to The Committee**

The Company shall provide the Committee sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional advice, at the Company's expense, with consultation with the Executive Chairman or the President/CEO of the Company, to perform its responsibilities.

### **Proceedings of The Committee**

1. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and, subject to 2 below, determination of the quorum necessary for the transaction of business;
2. No business shall be transacted at any meeting of the Committee unless a quorum is present, which quorum shall at a minimum constitute two members;

## **Oshidori International Holdings Limited**

### **Terms of Reference of the Nomination Committee**

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3. All meetings of the Committee (including by electronic means e.g. via telephonic, video and web conference and other devices) may be held at such times and in such places as it deems appropriate. The Committee has the discretion to invite any Director and such other persons as it deems necessary to attend any of its meetings;
4. Upon the request of any member of the Committee, the Secretary of the Committee shall, at any time convene a meeting of the Committee by notice served upon each member of the Committee;
5. All decisions of the Committee shall be made by way of resolutions which may for convenience be recorded as decisions in the minutes of the meeting. Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present and in the case of an equality of votes, the Chairman of the Committee shall have a second or casting vote. Members should abstain from voting in respect of any resolution which he is an interested party;
6. A resolution in writing signed by the majority of the members from the Committee (provided that a majority of the members participating in such a decision shall be independent) 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 in like form, signed by one or more of the members. For the purpose of these regulations, “in writing” and “signed” include approval by e-mail, telex, facsimile, cable, telegram and other electronic transmission means;
7. The Committee shall cause minutes to be made in books to be provided for the purpose of the proceedings of all meetings of the Committee and of the attendances thereat and of all business transacted, resolutions passed and orders made at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated; and
8. The minutes of the Committee shall be kept by the Secretary of the Committee at the principal office of the Company, and shall be opened to the inspection of any member of the Committee or the Board.

## **Oshidori International Holdings Limited**

### **Terms of Reference of the Nomination Committee**

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#### **Supervision by Board**

The Committee shall at all times be subject to the supervision of the Board and shall ensure that all minutes/written resolutions of the Committee meetings are circulated to every member of the Board.

#### **Secretary**

The Secretary of the Committee shall be the Secretary of the Company or such other person as nominated by the Board.

#### **Dissolution, Re-organisation and Re-Establishment of the Committee**

The Board may at any time dissolve the Committee or reorganise the composition thereof or redesignate the powers, authorities or discretions thereof or after its dissolution re-establish the same, upon such terms and conditions as the Board shall determine.