

DAPHNE INTERNATIONAL HOLDINGS LIMITED
達 芙 妮 國 際 控 股 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 210)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE

(As amended and approved by the Board on 19 June 2025)

Membership

1. The nomination committee (the “**Committee**”) shall be appointed by the board of the directors (the “**Board**”) of the Company from amongst directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors and at least one of whom should be of different gender.
2. The chairman of the Committee (the “**Committee Chairman**”) shall be the chairman of the Board or an independent non-executive director appointed by the Board, provided if he or she is not in attendance at any meeting of the Committee, the members in attendance may appoint a chairman for that meeting.
3. Appointments to the Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

Quorum

4. The quorum necessary for physical meetings and meetings held through electronic means shall be two members who are independent non-executive directors.

Attendance at meetings

5. The company secretary of the Company or a nominee shall act as the secretary of the Committee (the “**Secretary**”).

Frequency and proceedings of meetings

6. The Committee shall meet at least annually and at such other times as the Committee shall require. The Committee Chairman or any other member may convene a meeting of the Committee whenever he considers necessary.
7. Notice of Committee meetings shall be given to all members. Notice of the Committee meetings shall be deemed to be duly given to a member if it is given to him or her verbally or in writing sent to the last address or email address given by him or her to the Company.

* *for identification purpose only*

8. Only members of the Committee are entitled to vote at the meetings and resolutions of the Committee shall be passed by a majority of votes of the members present. A member shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his or her own appointment (including determining or varying its terms); and the termination of his or her own appointment.
9. Except as required by laws, a resolution signed by all members of the Committee shall be as valid as if it had been passed at a meeting of the Committee.
10. Any member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

Authority

11. The Committee reports directly to the Board.
12. The Committee is authorised by the Board to determine the policy for the nomination of directors, to set out the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship.
13. The Company shall provide the Committee with sufficient resources to perform its duties and the human resources function of the Company shall provide advice to the Committee if required. In addition, if the Committee considers necessary, it should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

14. The Committee shall have the following duties:
 - (a) to formulate the nomination policy for the Board's consideration and approval and to implement accordingly;
 - (b) to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, length of services, skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with due regard to the board diversity policy of the Company (the "**Board Diversity Policy**");
 - (c) 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. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard to the benefits of diversity on the Board. Sufficient biographical details of nominated candidates shall be provided to the Board to enable them to make informed decisions;
 - (d) to identify and nominate candidates to fill casual vacancies (as and when they arise) for the approval of the Board;
 - (e) to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Company's corporate governance report annually;

- (f) to assess the independence of independent non-executive directors;
- (g) 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;
- (h) to assess each director's commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively; and
- (i) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

Reporting procedures

- 15. Full minutes of the meetings of the Committee should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 16. The Secretary shall circulate the minutes of meetings to all Board members.
- 17. The Committee shall, unless there are legal or regulatory restrictions from doing so, report its decisions or recommendations to the Board on a regular basis, normally at the next meeting of the Board following a meeting of the Committee.
- 18. The Committee shall report to the Board on the matters under these terms of reference.

Annual general meeting

- 19. The Committee Chairman or in his or her absence, another member of the Committee, shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

Publication and update of these terms of reference

- 20. These terms of reference shall be updated and revised as when necessary in light of changes in circumstances and changes in regulatory requirements in Hong Kong.
- 21. These terms of reference shall be published on the websites of the Company and The Stock Exchange of Hong Kong Limited.