



**UNQ Holdings Limited**

**优趣汇控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2177)**

**(the “Company”)**

**TERMS OF REFERENCE  
OF THE NOMINATION COMMITTEE**

Adopted at the Board Meeting on 26 June 2025

## **Constitution**

1. The board of directors (the “**Board**”) of the Company has resolved on 21 June 2021 to establish a committee known as the Nomination Committee (the “**Nomination Committee**”).

## **Membership**

2. The Nomination Committee shall consist of not less than three members, the majority of whom shall be independent non-executive directors who meet the independence requirements as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time). The Board shall appoint at least one director of a different gender to the Nomination Committee. The members and the chairman of the Nomination Committee shall be appointed and removed by the Board.
3. The company secretary of the Company or his representative (in his absence) shall be the secretary of the Nomination Committee (the “**Secretary**”). The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
4. The Board may withdraw the appointment of the members and secretary of the Nomination Committee or appoint additional members of the Nomination Committee by separate resolution.
5. No member of the Nomination Committee shall appoint any alternate to attend the meeting or perform his duties.
6. Meetings and proceedings of the Nomination Committee shall be governed by the provision of the Articles of Association of the Company for regulating the proceedings of meetings of the Board.

## **Notice of meeting**

7. Unless otherwise agreed by all members of the Nomination Committee, the notice of convening a meeting of the Nomination Committee shall be issued not less than two working days before the meeting.
8. The notice of meeting shall contain the date, time and venue of the meeting. An agenda or other documents required to be considered by the members of the Nomination Committee shall also be attached to the notice.
9. Meetings of the Nomination Committee shall be attended in person, by telephone or by video conference.

## **Quorum**

10. The quorum of the Nomination Committee shall be two members.

## **Frequency of meetings**

11. Meetings of the Nomination Committee shall be held at least once a year. The Board or members of the Nomination Committee may demand additional meetings.

## **Vote**

12. Resolutions of the Nomination Committee shall be passed by a majority of votes of the members present. In the case of an equality of votes, the chairman of the Nomination Committee shall have a second vote or casting vote.

## **Authority**

13. The authorities and responsibilities of the Nomination Committee shall include such responsibilities and authorities set out in the code provisions of the Corporate Governance Code (the “**CG Code**”) in Appendix C1 to the Listing Rules (as amended from time to time), including but not limited to:
  - (a) to determine the policy for the nomination of directors of the Company;
  - (b) to delegate its authority and duties to its sub-committees, or individual members, as it deems appropriate;
  - (c) the Nomination Committee, when dealing with matters within the scope of its terms of reference as authorized by the Board, may seek information from any employee and all employees are instructed to co-operate with the Nomination Committee;
  - (d) to seek legal or other independent professional advices from external parties and invite the external parties with relevant experience and expertise to attend its meetings if necessary.
14. The Nomination Committee shall be provided with sufficient resources for the performance of its duties, including resources for seeking independent professional advices.

## Functions

15. Subject to the CG Code, the duties of the Nomination Committee shall include but not limited to:
- (a) to review the structure, size and composition (including but not limited to diversity of skills, knowledge and experience and length of service) of the Board at least once a year, assist the Board in maintaining a Board skills matrix, and to make recommendations to the Board regarding any proposed changes to the corporate strategy of the Company;
  - (b) to identify individuals qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships;
  - (c) to assess the independence of the independent non-executive directors, to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive director will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM of the The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), to assess his/her ability to devote sufficient time to the Board matters;
  - (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors, in particular, the chairman and the chief executive officer;
  - (e) to support the Company’s regular evaluation of the Board’s performance;
  - (f) to assess each Director’s time commitment and contribution to the Board, as well as the Director’s ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of the Stock Exchange and other significant external time commitments of such Director and other factors or circumstances relevant to the Director’s character, integrity, independence and experience;
  - (g) to regularly review the time required from a director to perform his duties and ensure that every director can devote adequate time and energy to deal with affairs of the Company;
  - (h) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;

- (i) to formulate the policy concerning diversity of Board and employees (including senior management), to review the policy, any measurable objectives for implementing such policy as may be adopted by the Board from time to time, progress on achieving the objectives set for implementing the policy and the gender diversity targets annually, and to disclose the policy or a summary of the policy, progress and review results in the corporate governance report;
- (j) to comply with any requirement, direction and regulation prescribed by the Board from time to time or contained in the constitution of the Company or imposed by legislation.

### **Reporting procedures**

- 16. The chairman of the Nomination Committee, having discussed with other members, shall be responsible for drawing up and approving the agenda for each Committee meeting. The chairman, with the assistance of the Secretary, shall ensure that all members shall be promptly provided with sufficient information to enable effective discussion at a Committee meeting.
- 17. The Secretary shall record minutes of all duly constituted meetings of the Nomination Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary or his representative shall circulate the draft and final versions of the minutes and reports of the Nomination Committee to all members of the Nomination Committee for their comments and records within a reasonable time after each meeting.
- 18. The Nomination Committee shall report to the Board on its decisions or recommendations, subject to legal or regulatory restrictions.

### **Annual general meeting of the Company**

- 19. The chairman and other members of the Nomination Committee shall attend the annual general meeting of the Company, and be ready to respond to questions on activities and duties of the Nomination Committee raised by the shareholders of the Company.