



UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED

環球實業科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1026)

Terms of reference for the Nomination Committee of the board of directors of

**Universal Technologies Holdings Limited (the “Company”)
adopted pursuant to a resolution of the board of directors on 29 March 2012
amended and adopted by a resolution of the Board of Directors on 1 July 2025**

1 Constitution

- 1.1 At a meeting held on 29 March 2012, the board (the “**Board**”) of directors (the “**Directors**”) of the Company resolved to establish a committee of the Board known as the Nomination Committee (the “**Committee**”).
- 1.2 The terms of reference of the Committee were originally adopted by the Board at the time of establishment of the Committee and were revised from time to time. This latest version of the terms of reference were last updated by the resolution of the Board and coming into effect on 1 July 2025 and superseding all previous versions.

2 Membership

- 2.1 The Committee shall be appointed by the Board from time to time and shall consist of not less than three Directors, a majority of whom should be independent non-executive Directors.
- 2.2 The Chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive director.
- 2.3 At least one member of the Committee shall be of a different gender.
- 2.4 Unless otherwise determined by the Board, the term of each Committee member shall be the same as his/her term as a Director. Subject to the Articles of Association of the Company (the “**Articles**”) and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
- 2.5 A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

3 Secretary

3.1 The company secretary shall be the secretary of the Committee.

4 Proceedings of meetings and resolutions

4.1 Meetings shall be held not less than once a year. Meetings will be held at the request of any member of the Board. Notice shall be given for a meeting of the Committee, unless such notification is waived by all members of the Committee.

4.2 A quorum for meetings shall be any two members of the Committee.

4.3 Each member shall have one vote. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

4.4 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.5 Unless specified by these terms of reference, meetings and proceedings of the Committee shall be governed by the relevant provisions of the Articles.

4.6 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.

4.7 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a resolution in writing signed by all the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5 Authority

5.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employees of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or re-appointment as directors;

- (c) to obtain, at the Company's expenses, outside independent legal or other independent professional advices on or assistance to any matters within these terms of reference, including the advices of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary;
 - (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board any changes it considers necessary; and
 - (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.
- 5.2 The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.
- 5.3 The authorities and responsibilities of the Committee shall include such authorities and responsibilities set out in the relevant code provisions of the Corporate Governance Code as contained in the Listing Rules (including an Appendix thereto), as amended from time to time.

6 Duties

6.1 The duties of the Committee shall include:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity) 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) to identify individuals suitably qualified to become members of the Board and may select, or make recommendations to the Board on the selection of, individuals nominated for directorship on merits and against objective criteria, with due regard on the benefits of diversity on the Board, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;
- (c) to assess the independence of the independent non-executive directors;
- (d) to make recommendations to the Board on:
 - (i) the roles, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
 - (ii) the policies on the terms of employment of non-executive directors;

- (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board to complement the Company's corporate strategy;
 - (v) candidates suitably qualified to become members of the Board;
 - (vi) the selection of individuals nominated for directorship;
 - (vii) the re-election by shareholders of the Company of any directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (viii) the appointment of any director by the Board pursuant to the Articles;
 - (ix) the continuation (or not) in service of any independent non-executive director serving more than nine years and to provide recommendations to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive director;
 - (x) the appointment, re-designation and re-appointment of directors; and
 - (xi) succession planning for directors in particular the chairman and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, diversity and experience in the future;
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- (i) succession planning of directors;
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
 - (iv) the skills and expertise required from members of the Board;
 - (v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;

- (vi) in respect of any proposed service contracts to be entered into by any members of the Group with its directors or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with material interests in the relevant service contracts and their respective associates as defined in the Listing Rules) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
 - (vii) to ensure that on appointment to the Board, each director receives a formal letter of appointment or enters into a service contract with the Company, as appropriate;
 - (viii) to ascertain the reasons for departure of resigning directors;
 - (ix) to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements);
 - (x) to support the Company's regular evaluation of the Board's performance; and
 - (xi) to consider other matters as defined or assigned by the Board from time to time;
- (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 listed companies (if any) 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 develop a policy concerning diversity of Board members and diversity of workforce (including senior management), and disclose the policy or a summary of the policy in the corporate governance report; and
 - (h) 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:
 - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

(iii) the perspectives, skills and experience that the individual can bring to the Board; and

(iv) how the individual contributes to diversity to the Board.

Reporting procedures

11. The secretary of the Committee shall circulate the draft and final versions of minutes of the Committee meetings to all members of the Committee for comment and approval and circulate reports of the Committee to all members of the Board.
12. The secretary of the Committee shall maintain as part of the Company's corporate records all approved minutes and reports of the Committee.

Attendance of annual general meeting

13. The Committee Chairman or (if absent) another member of the Committee (being an independent non-executive Director) should, as far as practicable, attend the annual general meeting and make himself/herself available to respond to any shareholders' questions on the Committee's activities.