



PPS INTERNATIONAL (HOLDINGS) LIMITED

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

TERMS OF REFERENCE OF NOMINATION COMMITTEE ADOPTED BY THE BOARD ON 10 AUGUST 2026

1. Organization

The board (the “**Board**”) of directors of the Company (the “**Directors**”) has resolved to set up a nomination committee (the “**Committee**”).

2. Composition

2.1 The Committee shall be appointed by the Board. The Committee shall consist of not less than three members of the Committee and a majority of its members shall be independent non-executive Directors.

2.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and should be acted by the Chairman of the Board or an independent non-executive Director. In the absence of the Chairman, members present may elect any member (who should be an independent non-executive Director) to conduct the meeting.

2.3 The Board shall appoint at least one Director of a different gender to the Committee.

3. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

5. Meetings

- 5.1 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.
- 5.2 The Committee shall hold at least one meeting in a year.
- 5.3 The quorum of a meeting shall be two members of the Committee, one of whom must be an independent non-executive Director.
- 5.4 A Committee meeting which is duly convened and at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.
- 5.5 Members of the Committee may adopt from time to time the procedures governing the convening of the Committee meetings and the means and procedures for the passing of resolutions at Committee meetings.
- 5.6 The Chairman may request the proposed Director to attend Committee meeting if he/she considers necessary and with suitable reasons.

6. Notice of meetings

- 6.1 A meeting of the Committee may be convened by any of its members through the secretary.
- 6.2 Unless otherwise agreed by all the members of the Committee, notice (containing details of the venue, time and date of the meeting) of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
- 6.3 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

7. Minutes of meetings

- 7.1 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 7.2 Minutes of the Committee meetings shall be kept by the secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

8. Committee's Resolutions

- 8.1 A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) for a meeting of the Board or Committee to be held.

9. Duties

- 9.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in the GEM Listing Rules (as amended from time to time). The duties of the Committee shall include:
- (1) To formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
 - (2) without prejudice to the generality of the foregoing:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) 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 Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive Directors, review the independent non-executive Directors' annual confirmations on their independence and make disclosure of its review results in the corporate governance report;
 - (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and chief executive of the Company;

- (e) formulate and review the policy on Board diversity (the “**Board Diversity Policy**”), including but not limited to gender, age, cultural and educational background or professional experience and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually;
- (f) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent;
- (g) to regularly review the time required from a Director to perform his responsibilities;
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (i) to support the Company’s regular evaluation of the Board’s performance;
- (j) to make disclosure on the policy for nomination of Directors during the year, the board diversity policy and its assessment of each Director’s time commitment and contribution to the Board in the Company’s corporate governance report; and
- (k) to 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.

10. Authorities

- 10.1 The Committee shall be provided with sufficient resources to perform its duties including the resources for seeking independent professional advices from outsiders at the Company’s expenses.
- 10.2 The Committee is authorised by the Board to deal with matters within the terms of reference and has the authority to obtain relevant information from the management of the Company and employees and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

11. Annual General Meeting

The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the company and be prepared to respond to questions at the annual general meeting on the Committee's work and responsibilities.

12. Reporting procedures

12.1 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).

12.2 Full minutes of meetings of the Committee shall be kept by the secretary to the Committee. 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.

12.3 Copies of the minutes of meetings of the Committee shall be provided to the Board at its meetings.

12.4 The chairman of the Board should invite the chairman of the Committee to attend the annual general meeting. In his/her absence, the chairman of the Board should invite another member of the Committee or failing this his/her duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

13. Revision of the terms of reference

13.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in the GEM Listing Rules and other regulatory requirements in Hong Kong.