



TYSAN HOLDINGS LIMITED

泰昇集團控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 687)

(股份代號：687)

NOMINATION COMMITTEE – TERMS OF REFERENCE

提名委員會的職權範圍

1. Constitution 設立

The board of directors (individually, a “**Director**”, and collectively, the “**Directors**”) of Tysan Holdings Limited (the “**Board**” and the “**Company**” respectively) resolved to establish a committee of the Board known as the Nomination Committee (the “**Committee**”) on 28 March 2012. The Board provided the Committee with written terms of reference and those terms set out below (the “**Terms**”) reflect the most recent updates adopted on 16 December 2025.

泰昇集團控股有限公司（「本公司」）董事（個別公司董事為「**董事**」，全體公司董事則為「**各董事**」）局（「**董事局**」）已決議於二零一二年三月二十八日成立一個董事委員會，名為提名委員會（「**委員會**」）。董事局已訂明委員會之書面職權範圍（「**職權範圍**」）如下，此職權範圍反映了二零二五年十二月十六日起生效的更新。

2. Membership 成員

2.1 The Committee shall consist of at least 3 members and the majority of which shall be independent non-executive Directors, with at least one member of a different gender. The members of the Committee (individually, a “**Member**”, and collectively, the “**Members**”) shall be appointed by the Board.

委員會應包括至少三名成員。委員會成員（個別成員為「**成員**」，全體成員則為「**各成員**」）須由董事局從本公司董事中委任，當中大多數須為獨立非執行董事，並至少有一名不同性別的成員。

2.2 The chairman of the Committee (“**Chairman**”) shall be the chairman of the Board or an independent non-executive Director and shall be appointed by the Board.

委員會主席（「**主席**」）須為董事局主席或獨立非執行董事，並由董事局委任。

- 2.3 The company secretary of the Company or his/her nominee shall be the secretary of the Committee (the “**Secretary**”).

本公司的公司秘書或其代理人須擔任委員會秘書（「**秘書**」）。

- 2.4 Subject to Clauses 2.1 and 2.2 above, if a Member is unable to act as such due to absence, illness or any other cause, the Chairman may appoint another Director or serve as an alternate Member for the Member concerned.

根據上述條款 2.1 和 2.2，倘成員因缺勤、疾病或其他理由導致未能履行職責，則主席可以委任另一名董事作為該成員之替補成員。

- 2.5 Formal meetings of the Committee (individually, a “**Meeting**”, and collectively, the “**Meetings**”) may be held by telephone or other communication equipment which allows those participating to hear and speak to each other, and the quorum in that event shall be any two Members (one of which should be an independent non-executive Director) so linked as governed by the Company’s Bye-laws (the “**Bye-laws**”).

委員會的正式會議（個別委員會會議為「**會議**」，眾數委員會會議為「**各會議**」）可透過電話或容許與會人士彼此通話的其他通訊設備舉行。在此情況下，按本公司章程細則（「**細則**」）規定，法定會議人數須為以如此方式聯系的任何兩名成員(其中一名必須為獨立非執行董事)。

3. Attendance at Meetings 出席會議

The Committee may invite any other members of the Board, senior management of the Company (the “**Senior Management**”) and/or external advisers to attend any Meeting(s) as it may from time to time consider appropriate to assist the Committee to perform its duties.

委員會可不時認為適宜時邀請董事局任何成員、本公司高級管理層成員(「**高級管理層成員**」)或/及外聘顧問出席任何會議以協助委員會履行職責。

4. Proceedings 議事程序

Proceedings of Meetings shall be governed by the provisions of the Bye-laws.

委員會的議事程序須受細則規管。

5. Quorum 法定會議人數

The quorum necessary for the Meetings shall be two Members and one of which should be an independent non-executive Director. A duly convened Meeting at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Committee.

會議的法定人數必須為兩名成員，而其中一名必須為獨立非執行董事。委員會正式召開而符合法定人數的會議應有資格行使所有當期時歸屬予委員會或委員會可行使的權力、權限和酌情權。

6. Frequency of Meetings 會議次數

The Committee shall meet at least once a year and it may meet at such times and frequency as it considers appropriate.

委員會須至少每年舉行一次會議或按其認為適當之時間及情況增加會議次數。

7. Notice of Meetings 會議通知

7.1 Meetings shall be convened by the Secretary at the request of any of its Members.

秘書須應任何成員要求傳召各會議。

7.2 Unless otherwise agreed, notice of each Meeting confirming the venue, time and date together with an agenda of items to be discussed, and the relevant papers and materials for the Meeting concerned shall be circulated to all Members and any other person required to attend, with reasonable notice, before the date of the Meeting. Supporting papers and relevant materials shall be in a form and quality as will enable the Members to make an informed decision on the matters placed before them.

除另有協定外，各份確認地點、時間和日期的會議通知，連同將予討論的議程項目以及相關文件及資料，須在會議日前以合理時間的通知轉交委員會各成員和任何被要求出席會議的人士。補充文件及有關資料之形式及質素須使各成員得以就會議前提出之事項作出合適的決定。

8. Authority 授權

8.1 The Committee should be provided with sufficient resources to perform its duties.

委員會應獲提供充足資源以履行其職責。

8.2 The Committee is authorised by the Board:-

委員會獲董事局授權:-

- (a) to investigate any matter within its Terms and seek any information it requires from any employee and/or prospective candidates for nomination in order to perform its duties and all employees are directed to co-operate with any such request by the Committee; and

調查涉及其職權範圍的任何事項，並向任何僱員及/或將被提名的候選人索取任何所需資料以履行其職權及所有僱員被指示配合委員會的此類要求；及

- (b) to obtain, at the Company's expenses, outside independent legal or other professional advice on any matter within its Terms and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary to perform its responsibilities.

就其職權範圍的任何事項向外界尋求獨立法律或其他專業意見，並於有必要時邀請具備相關經驗及專才之外界人士出席，費用由本公司承擔。

9. Minutes of Meetings 會議記錄

- 9.1 The Secretary shall cause minutes to be made of all proceedings and resolutions of the Committee including recording the names of those present and in attendance at the Meetings.

秘書須記錄委員會所有會議程序和決議，包括出席者和列席者姓名。

- 9.2 The Secretary shall ascertain, at the beginning of each Meeting, the existence of any conflicts of interest and minute them accordingly.

秘書須在各會議開始時查明是否存在任何利益沖突並據此載入會議記錄內。

- 9.3 Minutes of the Meetings shall record in sufficient detail the matters considered by the Members and decisions reached, including any concerns raised by any of the Members and any dissenting views expressed.

各會議記錄應對會議上各成員所考慮事項及達致的決定作足夠詳細的記錄，其中應該包括任何成員提出的疑慮或表達的反對意見。

- 9.4 Full minutes of Meetings should be kept by the Secretary. Draft and final versions of minutes of the Meetings should be sent to all Members for their comment and records within a reasonable time after the Meeting.

秘書應保存完整會議記錄。會議記錄的初稿及最後定稿應在會議後一段合理時間內先後發送各成員，供彼等表達意見及記錄之用。

10. Annual General Meeting 股東周年大會

The Chairman or in his/her absence, another Member or, failing that, his/her duty appointed delegate, shall attend the annual general meeting of the Company so as to be available to answer questions from shareholders on matters within the scope of duties of the Committee.

主席或（如主席缺席）另一成員或如其未能出席則為其正式委任的授權人士須出席本公司股東周年大會，以就委員會職責範圍內的事項回答股東的提問。

11. **Duties 職責**

The duties of the Committee shall include the following:-

委員會的職責須包括下列事項:-

- (a) to review the performance, structure, size and composition (including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service) 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;

至少每年檢討董事局的表現、架構、人數及組成（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期方面），協助董事局編制董事局技能表，並就任何為配合本公司策略而擬對董事局作出的變動提出建議；

- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就挑選被提名董事人士向董事局提供意見；

- (c) to assess the independence of independent non-executive Directors, having regard to the requirements under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited;

經考慮香港聯合交易所有限公司證券之上市規則(《上市規則》)的規定評核獨立非執行董事的獨立性；

- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman/chairmen of the Board, vice chairman of the Board, chief executive officer and the managing director of the Company;

就董事委任或重新委任以及董事（尤其是主席/董事局主席/董事局副主席/行政總裁及董事總經理）繼任計劃向董事局提出建議；

- (e) to review and 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 the factors as required by the Listing Rules;

根據上市規則要求的考慮因素，檢討及評估各董事對董事局投入之時間及貢獻，以及董事能否有效履行其職責；

- (f) to support the regular evaluation of the performance of the Board;
支援定期評估董事局績效;
- (g) to develop and maintain the Board diversity policy and the Director nomination policy, as appropriate, and review and monitor the implementation and effectiveness of the Board diversity policy and the Director nomination policy on an annual basis;
於適當時候推行及維護董事局的多元化政策及董事提名政策，以及每年檢討並監察董事局成員多元化政策的實施及成效及董事提名政策;
- (h) to set annual measurable objectives for implementing diversity on the workforce, monitor the progress on achieving the measurable objectives adopted for the workforce (including the Senior Management) and review the implementation and effectiveness of the workforce diversity policy from time to time;
訂立年度可計量目標以達致僱員多元化，監督為僱員（包括高級管理層成員）制定的可計量目標的達標進度，以及不時檢討僱員多元化政策的實施及成效;
- (i) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
採取任何行動使委員會可履行董事局賦予的權力及職能； 及
- (j) 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, having regard to the requirements of Listing Rules.
因應上市條例的要求，遵守由董事局或本公司章程內或受法例按時規定的任何規定、指示和條例。

12. Reporting procedures 匯報責任

- 12.1 The Committee shall report to the Board on its decisions or recommendations after each Meeting on all matters within its duties and responsibilities unless there are legal or regulatory restrictions on the Committee's ability to do so (such as a restriction on disclosure due to regulatory requirements).

主席須在各會議後，向董事局匯報涉及其職責和責任之事項的程序決定和推薦意見，除非委員會的匯報能力受到法律或監管限制(例如因監管要求而限制披露)。

- 12.2 The Committee shall make recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.

委員會須就其職權範圍內需要採取行動或改善的任何範疇，向董事局提出其認為適當的推薦意見。

- 12.3 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:

若董事局擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及或說明函件中，應該列明：

- (a) 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;

識別該名人士的程序，以及董事局認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；

- (b) 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;

如建議的獨立非執行董事將持有其第七個（或更多）上市公司董事職位，為何董事局認為該名人士仍可為董事局投入足夠時間；

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

該名人士可以為董事局帶來的觀點，技能和經驗；及

- (d) how the individual contributes to diversity of the Board.

該名人士如何為董事局的多元化做出貢獻。

13. **Further amendments and availability of the Terms** 修訂及提供職權範圍

- 13.1 The Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

委員會須不時檢討其本身的表現、組成和職權範圍，確保以最高效率運作並推薦其認為必要的意見供董事局批准。

- 13.2 The Terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee, its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.

職權範圍可不時由董事局審閱，並考慮委員會的運作及其對本公司管治的貢獻以及上市規則的任何修訂。

- 13.3 The Committee shall make available these Terms by including them on the respective websites of the Hong Kong Exchange and Clearing Limited and of the Company.

委員會須在香港交易及結算所有限公司網站及本公司網站公開其職權範圍。

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

注：如本文件的英文及中文版本有任何差異，概以英文版本為準。

First version adopted by the Board on 1 April 2012

Second version amended and adopted by the Board on 30 June 2014

Third version amended and adopted by the Board on 7 May 2019

Fourth version amended and adopted by the Board on 16 December 2022

Fifth version amended and adopted by the Board on 16 December 2025

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*** THE END ***