

**OmniVision Integrated Circuits Group, Inc.**  
**豪威集成電路(集團)股份有限公司**

**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Chapter 1 General Provisions**

**Article 1** To further improve the corporate governance structure of the Company, strengthen the restraint and supervision mechanisms over the corporate governance bodies and management, protect the interests of minority shareholders and stakeholders, and promote the standardized operation of the Company, these terms of reference are formulated in accordance with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) and other applicable laws and regulations, as well as the Articles of Association of OmniVision Integrated Circuits Group, Inc. (hereinafter referred to as the Articles of Association).

**Article 2** The Nomination Committee of the Board of Directors is a specialized working body established by the Board of Directors in accordance with resolutions of the shareholders' meeting. It is primarily responsible for formulating the selection criteria and procedures for directors and senior management members, as well as screening and reviewing candidates for directors and senior management members and their qualifications.

**Chapter 2 Composition**

**Article 3** The members of the Nomination Committee shall consist of three directors, among whom independent directors shall constitute the majority. They must meet the independence requirements stipulated from time to time in the Hong Kong Listing Rules (as amended from time to time). At least one director of a different gender shall be appointed to the Nomination Committee.

**Article 4** The members of the Nomination Committee shall be nominated by the chairman of the Board, by more than half of the independent directors, or by one-third of all directors, and shall be elected by the Board of Directors.

**Article 5** The Nomination Committee shall have one chairperson. The chairperson shall be elected from among the independent directors within the Committee, with the candidate receiving the highest number of votes assuming the position. The election result shall take effect after being reported to and approved by the Board of Directors. The chairperson shall be responsible for presiding over the work of the Committee.

**Article 6** The term of the Nomination Committee shall align with the term of the Board of Directors. Upon expiration of their term, committee members may be re-elected for consecutive terms. Any member of the Nomination Committee who no longer serves as a director during the term of office or who is an independent director no longer meets relevant independence requirements as specified in the securities regulatory rules of the place where the Company's shares are listed shall automatically be disqualified as a member of the Nomination Committee, and the Committee shall request the Board of Directors to fill the vacancy in accordance with Articles 3–5 above.

### **Chapter 3 Duties and Powers**

**Article 7** The powers and duties of the Nomination Committee include the duties and powers stipulated in the relevant code provisions of the Corporate Governance Code as set forth in Appendix C1 of the Hong Kong Listing Rules (as amended from time to time).

Without prejudice to any provisions of the Corporate Governance Code, the primary duties and powers of the Nomination Committee are as follows:

- (I) to provide recommendations to the Board of Directors regarding the size and composition of the Board, taking into account the Company's operational activities, asset scale, and equity structure;
- (II) to study the selection criteria and procedures for directors and senior management members and make recommendations to the Board of Directors;
- (III) to identify qualified candidates for directors and senior management members;
- (IV) to review and provide recommendations on candidates for directors and senior management members;
- (V) to formulate and maintain a policy for the nomination of directors, including nomination procedures, as well as the processes and standards adopted by the Nomination Committee during the year for identifying, screening, and recommending director candidates; to regularly review such policy; and to disclose in the Company's corporate governance report the policies and progress made toward achieving the objectives outlined in the nomination policy;
- (VI) in accordance with the Company's nomination policy, to identify individuals suitable to serve as members of the Board of Directors (including, among other considerations, whether such individuals can provide perspectives, skills, and experience to the Board and how they may contribute to Board diversity), and to select individuals for nomination as directors or to recommend individuals for nomination as directors to the Board of Directors;
- (VII) to provide recommendations to the Board of Directors regarding arrangements for cumulative voting systems;
- (VIII) to assess the independence of independent non-executive directors in accordance with the provisions of the Hong Kong Listing Rules (as amended from time to time);

- (IX) to evaluate the number of directorships held by candidates nominated as independent non-executive directors in other listed companies;
- (X) to make recommendations to the Board regarding the appointment or reappointment of directors and succession planning for directors (particularly the chairman and the chief executive officer);
- (XI) to review the Board diversity policy (“**Board Diversity Policy**”) and the measurable objectives and progress toward such objectives established by the Board from time to time for the Board Diversity Policy; and to disclose the review results annually in the Company’s annual report;
- (XII) if the Board intends to propose a resolution at a shareholders’ meeting to elect an individual as an independent non-executive director, the circular to shareholders and/or explanatory letter accompanying the notice of such meeting shall include:
  - (a) the process used to identify the individual, the reasons the Board believes the individual should be elected, and why they consider the individual independent;
  - (b) if the prospective independent non-executive director will serve as a director of the seventh (or more) listed company, the reasons the Board believes the individual can still devote sufficient time to the Board of Directors;
  - (c) the perspectives, skills, and experience the individual can bring to the Board;
  - (d) how the individual contributes to Board diversity.
- (XIII) to support the Company in conducting regular evaluations of Board performance;
- (XIV) other matters stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company’s shares are listed, the Articles of Association, etc.

**Article 8** The Nomination Committee is accountable to the Board. The proposals of the Committee shall be submitted to the Board of Directors for deliberation and decision. If the Board of Directors does not adopt or only partially adopts the recommendations of the Nomination Committee, the Board resolution shall record the views of the Nomination Committee and the specific reasons for not adopting the recommendations, which shall also be disclosed accordingly.

## **Chapter 4 Decision-Making Procedures**

**Article 9** In accordance with relevant laws, regulations and the Articles of Association, and based on the actual circumstances of the Company, the Nomination Committee shall study the selection criteria, procedures, and terms of office for the Company’s directors and senior management. Resolutions formed shall be submitted to the Board of Directors for approval before implementation.

**Article 10** The procedures for the selection and appointment of directors and senior management are as follows:

- (I) the Nomination Committee shall actively communicate with relevant departments of the Company to study the Company's needs for new directors and senior management and prepare written materials accordingly;
- (II) the Nomination Committee may broadly search for candidates for directors and senior management within the Company, its controlling (or participating) companies, in the talent markets and through other channels;
- (III) collect information on the initial candidates' professions, educational backgrounds, professional titles, detailed work histories, and all concurrent positions, and prepare written materials;
- (IV) obtain the consent of the nominees for their nomination; otherwise, they shall not be considered as candidates for directors or senior management;
- (V) convene a meeting of the Nomination Committee to review the qualifications of the initial candidates based on the requirements for directors and senior management;
- (VI) one to two months before the election of new directors or the appointment of new senior management, submit recommendations and relevant materials regarding director candidates and candidates for senior management positions to the Board of Directors;
- (VII) carry out other follow-up work based on the Board's decisions and feedback.

## **Chapter 5 Rules of Procedures**

**Article 11** The Nominating Committee shall convene meetings on an ad hoc basis. All members shall be notified three days prior to the meeting and provided with relevant materials and information. Meetings shall be presided over by the chairperson. If the chairperson is unable to attend, he/she may appoint another member to preside over the meeting. Independent director members shall attend meetings in person. If unable to do so for any reason, they must review the meeting materials in advance, form a clear opinion, and delegate another independent director member to attend on their behalf in writing.

**Article 12** A meeting of the Nomination Committee may be held only when two-thirds or more of the committee members are present. Each committee member shall have one vote. Resolutions adopted at such meeting must be approved by a majority of all committee members.

**Article 13** Meetings of the Nomination Committee may be conducted in person, via electronic communication, or through a combination of both. Voting shall be conducted by registered ballot.

**Article 14** If necessary, the directors and senior management members of the Company may also be invited to attend meetings of the Nomination Committee as observers.

**Article 15** If necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

**Article 16** The procedures for convening meetings of the Nomination Committee, voting methods, and the resolutions adopted at such meetings must comply with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these terms of reference.

**Article 17** Minutes shall be kept for meetings of the Nomination Committee. The attending committee members shall sign the meeting minutes. The independent director committee members shall sign to confirm the meeting minutes, and shall have their opinions recorded in the meeting minutes. The meeting minutes shall be kept by the Company's Secretary to the Board, and the retention period shall not be less than 10 years.

**Article 18** The proposals and voting results adopted at meetings of the Nomination Committee shall be reported to the Company's Board of Directors in writing.

**Article 19** All attending committee members shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose any related information without authorization.

## **Chapter 6 Supplementary Provisions**

**Article 20** These terms of reference shall come into effect upon consideration and approval by the Board of Directors, and shall be implemented from the date when the Company's H shares are listed and traded on the Stock Exchange of Hong Kong Limited.

The Board of Directors shall be responsible for the interpretation of these terms of reference.

**Article 21** For matters not covered herein, or in the event of any inconsistency between these terms of reference and the relevant national laws, regulations, rules, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association, the relevant national laws, regulations, rules, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association shall prevail.