

SITC International Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

Nomination Committee – Terms of Reference

1. MEMBERS

- 1.1 The nomination committee shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company, and the majority of the members of the nomination committee shall be independent non-executive Directors, with at least one member of a different gender.
- 1.2 The nomination committee must be chaired by the chairman of the Board or an independent non-executive Director within the nomination committee and appointed by the Board.
- 1.3 The term of office for each member of the nomination committee shall be determined by the Board at the time of appointment.

2. SECRETARY OF NOMINATION COMMITTEE

- 2.1 The company secretary of the Company shall act as the secretary of the nomination committee.
- 2.2 The nomination committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

3. MEETING

- 3.1 Members of the nomination committee can call for a meeting when necessary, and such meeting shall be held at least once a year.
- 3.2 Notice of at least three days should be given for any meeting, unless all members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by all members. Notwithstanding the notification period, the attendance of the member at the

meeting would be deemed to be treated as the waiver of the required notification requirement. No notice shall be required for any adjourned meeting if the adjournment is held within less than three days.

- 3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive Director.
- 3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 A resolution of the nomination committee should be passed by more than half of the members present at the meeting.
- 3.6 A resolution signed in writing by all members of the nomination committee is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of nomination committee meeting should be kept by the secretary of the nomination committee. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. MEETING ATTENDANCE

- 4.1 Upon the invitation from the nomination committee, the chairman of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the nomination committee can vote in the meeting.

5. ANNUAL GENERAL MEETING

- 5.1 The chairman of the nomination committee or (if absent) another member of the nomination committee (who must be an independent non-executive Director) shall attend the annual general meeting of the Company and shall be prepared to respond to shareholders' enquiry on the activities of the nomination committee and their responsibilities.

6. DUTIES AND POWERS

The nomination committee shall have the following duties and powers:

- 6.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) 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, as well as consider how the combination of Directors' skills, experience and diversity aligns with the Company's objectives, values, strategies and desired culture;
- 6.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 annually evaluate the time commitment and contribution of each Director to the Board, as well as their ability to effectively discharge their duties, and disclose such evaluations (as part of their work summary), taking into account the Director's professional qualifications and work experience, their existing directorships in listed issuers (and time commitment involved in other material external affairs), as well as other factors or circumstances related to their personality, character, independence and experience. Directors should ensure they can devote sufficient time and energy to the Company's affairs, and each independent non-executive Director may hold directorships in a maximum of six Hong Kong listed issuers at the same time;
- 6.4 assess the independence of independent non-executive Directors, and the term of office for independent non-executive Directors shall be limited to nine years;
- 6.5 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
- 6.6 review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time, and to make recommendations on any proposed revisions for the Board's approval; and

6.7 support the Company's regular evaluation of the Board's performance.

7. REPORTING RESPONSIBILITIES

7.1 The nomination committee shall report to the Board after each of its meetings.

8. AUTHORISATION

8.1 The nomination committee may seek independent professional advice at the Company's expense, and invite third parties with relevant experience and expertise to attend its meetings when it deems necessary to perform its responsibilities.

8.2 The nomination committee should be provided with sufficient resources to perform its duties.