

Effective as from 1 July 2025  
(自二零二五年七月一日起生效)

**AUX International Holdings Limited**  
**奧克斯國際控股有限公司**

**Terms of reference of**  
**the Nomination Committee of the Board of Directors**  
**董事會提名委員會職權範圍**

**AUX International Holdings Limited**  
**奧克斯國際控股有限公司**  
**(“Company” and “本公司”)**

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**Terms of reference of the Nomination Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**

**董事會(「董事會」)提名委員會(「委員會」)**  
**權責範圍及程序**

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(中文本為翻譯稿，僅供參考用)

**1. Constitution**

**組成**

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 3 January 2014.
- 本委員會是按本公司董事會於2014年1月3日會議通過成立的。

**2. Membership**

**成員**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, at least one of whom shall be of a different gender, and a majority of whom shall be independent non-executive directors.
- 委員會成員由董事會從董事中挑選，委員會人數最少三名，其中至少一名成員應為不同性別，而大部份之成員須為本公司的獨立非執行董事。
- 2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.
- 委員會主席由董事會委任並由董事會主席或獨立非執行董事擔任。
- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 本公司的公司秘書為委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

2.4 The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會的成員或秘書。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

### **3. Proceedings of the Committee**

### **會議程序**

#### **3.1 Notice:**

#### **會議通知：**

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

(a) 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at anytime summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) 口頭會議通知應儘快(及在會議召開前)以書面方式確實。

(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which maybe required to be considered by the members of the Committee for the purposes of the meeting. As far as practicable, the agenda and the other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should be delivered, in full, to all Committee members at least three days before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

(d) 會議通告必須說明開會目的、開會時間、地點、議程及隨附有關文件予各成員參閱。在切實可行的範圍內，應於預期舉行的會議日期至少三天前(或經所有委員同意的其他時段)，將議程及隨附有關文件完整送達委員會全體成員。

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be independent non-executive directors.

**法定人數：**會議法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。

3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors, their implementation during the year, to make recommendations to the Board on candidates for appointment as directors, to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board and progress on achieving these objectives, and to assess each director's time commitment and contribution to the Board and the director's ability to discharge his or her responsibilities effectively.

**開會次數：**每年最少開會一次以厘定、檢討及考慮本公司就委任、重新委任及罷免董事的提名程序，前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議，檢討董事會不時所採納的董事會成員多元化的政策及為執行該政策而制定的任何可計量目標，以及該目標的達標進度，評估每名董事對董事會投入的時間及貢獻，以及董事能否有效地履行職責。

- 3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- 會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。
- 4. Written resolutions**
- 書面決議**
- 4.1 A resolution in writing signed by all the Committee members shall be as valid and effectual 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 Committee members.
- 經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。
- 5. Alternate Committee members**
- 委任代表**
- 5.1 A Committee member may not appoint any alternate.
- 委員會成員不能委任代表。
- 6. Authority of the Committee**
- 委員會的權力**
- 6.1 The Committee may exercise the following powers:
- 委員會可以行使以下權力：
- (a) to seek any information it requires from any employee 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;
- (a) 要求本公司及其任何附屬公司(合稱「**本集團**」)的任何僱員及專業顧問向委員會提供其為執行其職責而需要的任何資料，並向委員會提交報告、出席委員會會議及提供所需資料及解答委員會提出的有關問題；

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| <p>(b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or reappointment as directors;</p>   | <p>(b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；</p>   |
| <p>(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice 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. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;</p> | <p>(c) 按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)。如委員會需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽查冊)、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；</p> |
| <p>(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and</p>   | <p>(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及</p>  |
| <p>(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p>   | <p>(e) 為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。</p>   |

6.2 The Committee should be provided with sufficient resources to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

委員會應獲提供充足資源以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

## 7. Duties

## 委員會的職責

7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

(a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational 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;

(a) 至少每年檢討董事會的架構、人數、組成及成員多元化(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、知識及服務任期方面)，協助董事會編制董事會技能表，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

(b) to determine the policy for the nomination of directors, 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. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

(b) 訂定提名董事的政策，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此向董事會提供意見。委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

(c) to assess the independence of the independent non-executive directors;

(c) 評核獨立非執行董事的獨立性；

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| <p>(d) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;</p>             | <p>(d) 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告》內披露檢討結果；</p> |
| <p>(e) to 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;</p> | <p>(e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；</p>     |
| <p>(f) to support the Company's regular evaluation of the Board's performance; and</p>   | <p>(f) 支援本公司定期評估董事會表現；及</p>   |
| <p>(g) to consider other matters, as defined or assigned by the Board from time to time.</p>   | <p>(g) 考慮及執行董事會不時委派的其他事項。</p>   |

## 8. Minutes and records

## 會議紀錄

- 8.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his close associates (as defined under the Listing Rules) has a material interest, unless the exceptions set out in the articles of association of the Company or Chapter 13 of the Listing Rules apply.

委員會的秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。除非公司章程或上市規則第十三章容許的情況外，委員會成員不得就任何其本人或緊密聯繫人（按上市規則的定義）擁有重大權益的委員會決議進行投票；在確定是否有足夠的法定人數出席考慮有關決議的委員會會議時，其本人亦不得計算在內。

- 8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary) and should be open for inspection at any reasonable time on reasonable notice by any director.
- 8.3 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- 8.4 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.
- 9. Continuing application of the articles of association of the Company**
- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.
- 委員會的完整會議紀錄及書面決議應由正式委任的會議秘書(通常為公司秘書)保存。若有任何董事發出合理通知，應公開有關會議紀錄供其有任何合理的時段查閱。
- 委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員(初稿供成員表達意見，最後定稿作其紀錄之用)。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。
- 委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。
- 本公司組織章程的持續適用
- 就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

## **10. Powers of the Board**

## **董事會權力**

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下（包括上市規則之附錄C1《企業管治守則》及《企業管治報告》或本公司自行制定的企業管治常規守則（如被採用），隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

## **11. Reporting responsibilities**

## **彙報責任**

11.1 The Committee shall report to the Board after each meeting.

委員會應於每次委員會會議後向董事會作出彙報。

## **12. Annual general meeting**

## **股東周年大會**

12.1 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 answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）應出席股東周年大會，並在股東周年大會上回應有關委員會的活動及其職責的問題。

**13. Publication of the terms of reference of the Committee**      **委員會職權範圍的刊登**

- 13.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.
- 委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Amended on 30 June 2025  
於 2025 年 6 月 30 日經修改