

Telecom Digital Holdings Limited
(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Adopted by the board of directors of the Company on 9 May 2017 and revised on 18 June 2025)

1. Members and Secretary

- 1.1 Members of the Committee shall be appointed by the Board and shall consist of four directors, the majority of whom should be Independent Non-executive Directors. At least one director of a different gender to the Committee shall be appointed. Any Committee member who resigns as a director of the Company shall become disqualified as the member of the Committee, and the Board shall appoint new member to fill the vacancy.
- 1.2 The Board shall designate one of the four members as the Committee’s Chairman. The Committee has the same term as the Board. Member of the Committee is eligible to be reappointed upon expiry of term.
- 1.3 The Company Secretary shall act as the Committee’s secretary. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

2. Proceedings of Meetings

- 2.1 Meetings shall be held whenever the chairman of the Committee deems it necessary but not less than once a year. The Committee’s Chairman may convene additional meetings at his discretion.
- 2.2 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 2.3 The quorum of a meeting shall be two Committee members.
- 2.4 The chairman of the Committee or in his/her absence, another member of the Committee, shall attend the Company’s annual general meeting and be prepared to respond to shareholders’ questions on the Committee’s activities and their responsibilities.
- 2.5 Resolutions of the Committee shall be passed by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.
- 2.6 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

3. Authority

- 3.1 The Committee is empowered by the Board to perform its duties under the terms of reference.
- 3.2 The Board should provide the Committee sufficient resources to perform its duties. The Committee is authorized by the Board to seek independent professional advice. If necessary, external parties with relevant experience and professional knowledge can be invited as consultants and/or to attend any meetings, at the Company’s expense.
- 3.3 Every Committee member is entitled to one vote. A resolution shall be passed by a simple majority of votes.

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4. Scope of Work

Scope of work of the Committee include the following:

- (a) 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, and consider and advise the Board as to any changes that may be required to achieve a balanced and appropriate qualified Board and the independence of any present or proposed non-executive Directors;
- (b) support the Company’s regular evaluation of the Board’s performance;
- (c) develop plans for orderly succession for appointments to the Board and other senior positions, and will search for, consider and 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;
- (d) re-appointment of any independent non-executive Director at the conclusion of his/her specified term of office;
- (e) make a statement of the Committee’s duties in the Company’s annual report and the election process in respect of appointments of the Board;
- (f) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (g) review the board diversity policy, develop and review measurable objectives for implementing the board diversity policy and monitor the progress on achieving these objectives;
- (h) assess the independence of Independent Non-executive Directors; and
- (i) report to the Directors its activities as the Directors may require from time to time.

5. Nomination Procedure

- 5.1 Through various sources (including referral from Shareholders, Directors and Members of the Committee) for identifying and nominating candidates to fill casual vacancies of directors for the Board’s approval, the Company Secretary shall be responsible to call a meeting of the Committee;
- 5.2 reviewing the time required from a director to perform his responsibilities regularly;
- 5.3 assessing the independence of Independent Non-executive Directors and reviewing the Independent Non-executive Directors’ annual confirmations on their independence; and making disclosure of its review results in the Corporate Governance Report; and
- 5.4 making 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 Officer.

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6. Board Diversity

paying attention to the policy on diversity of Board members, as appropriate; includes, but not limited to sex, age, cultural and educational background, race, insight, professional qualifications, skills, knowledge and service duration, and the progress on achieving the objectives; and making relevant disclosure of its review results in the Corporate Governance Report.

7. Overall Review

7.1 reviewing the structure, size and composition (including the skills, knowledge and experience) and diversity of the Board at least once every year, assisting the Board in maintaining a board skills matrix and making any proposed changes to the Board according to the Company’s corporate strategy;

7.2 reviewing the time required from a director to perform his responsibilities regularly;

7.3 assessing the independence of Independent Non-executive Directors and reviewing the Independent Non-executive Directors’ annual confirmations on their independence; and making disclosure of its review results in the Corporate Governance Report;

7.4 making 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 Officer;

7.5 to support the Company’s regular evaluation of the Board’s performance; and

7.6 to assess each director’s commitment and contribution to the Board, as well as the director’s ability to discharge his or her responsibilities effectively.

8. Others

8.1 doing any such things to enable the Committee to discharge its powers and functions conferred on it by the Board. Also, upon invitation by the Chairman of the Board, the Committee’s Chairman or when he is absent, another Committee member or his authorized representative, will answer questions at the Company’s annual general meeting; and

8.2 conforming 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.

9. Confidentiality

Unless required by law or any regulatory authority, under no circumstances shall a member of the Committee or a staff member of the Company disclose any information to entertain any enquiries from the public with regard to any nomination or candidate before the circular to shareholders, as the case may be, is issued. Following the issue of the circular, the Committee or other staff member of the Company, approved by the Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

10. Reporting Procedure

The Committee shall report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.