

Shin Hwa World Limited
(the “Company”)

Terms of Reference of Nomination Committee

(Latest amendments approved by the Board on 25 July 2025)

Constitution

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved to establish a sub-committee of the Board to be known as the Nomination Committee (the “**Committee**”).

Membership

1. The members of the Committee shall be appointed by the Board from time to time and the Committee shall consist of not less than three members.
2. The Committee is chaired by the chairman of the Board or an independent non-executive Director and comprises a majority of independent non-executive Directors.
3. Member shall immediately (and automatically) cease to be a member of the Committee if he or she shall cease to hold the office of Director for any cause.
4. The Committee shall have at least one Member of a different gender.

Attendance at meetings

5. The Company Secretary shall act as the Committee’s secretary.
6. The quorum shall be two members of the Committee.

Frequency of meeting

7. Meetings shall be held not less than once a year or at such other times as the chairman of the Committee (the “**Chairman**”) shall require.

Authority

8. The Committee is authorized by the Board to obtain sufficient resources to enable the Committee to perform its functions, including the resources for seeking independent professional advice.

Duties

9. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (b) to assist the Board in maintaining a Board skills matrix and make recommendations to the Board;

- (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for Directors;
- (d) to identify and nominate candidates to fill casual vacancies or Directors for the Board's approval. Academic and professional qualifications, business experience, expertise and knowledge as well as other requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") will be assessed to determine if the nomination is suitable;
- (e) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence, and make disclosure of its review results in the corporate governance report in the annual report of the Company (the "**Corporate Governance Report**");
- (f) to regularly review the time required from a Director to perform his/her responsibilities;
- (g) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board;
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (i) 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;
- (j) to review the Company's nomination policy, board diversity policy and the measurable objectives that the Board has set for implementing the board diversity policy on a regular basis, and make recommendations to the Board for consideration and approval as appropriate;
- (k) to monitor the implementation of the Company's nomination policy and board diversity policy and report in the Corporate Governance Report annually; and
- (l) to support the Company's regular evaluation of the Board's performance.

Reporting and others

10. The Chairman shall report back to the Board on their decisions or recommendations after the meeting, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
11. Other than the provisions provided herein, the meetings and proceedings of the Committee shall be governed by the provisions contained in the Bye-laws of the Company for regulating the meeting and proceedings of the Board.

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.