



PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED

保 德 國 際 發 展 企 業 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

(the “Company”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE**

1 Membership

- 1.1 The members (the “Member(s)”) of the nomination committee (the “Nomination Committee”) of the Company shall be appointed by the board of directors (the “Director(s)”) of the Company (the “Board”) from time to time.
- 1.2 The majority of the Members shall be independent non-executive Directors.
- 1.3 The Nomination Committee shall consist of not less than three Members, including at least one member of a different gender.
- 1.4 The chairman of the Nomination Committee, who should either be the Chairman of the Board or an independent non-executive Director appointed by the Board.

2 Secretary

- 2.1 The company secretary of the Company (the “Company Secretary”), or may be otherwise appointed by the Board, shall serve as the secretary of the Nomination Committee.

3 Meetings

- 3.1 The Nomination Committee should meet at least once a year. Additional meetings should be held as the work of the Nomination Committee demands.
- 3.2 Meetings may be convened by any Member or by the secretary of the Nomination Committee at the request of a Member. Notice of a meeting may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Nomination Committee may from time to time determine.

* *For identification purpose only*

- 3.3 The quorum for a meeting shall be any two Members, one of whom must be an independent non-executive director.
- 3.4 Meetings may be held in person, or by means of 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.
- 3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present. In case of an equality of votes, the chairman of the meeting shall have a casting vote.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 The secretary of the Nomination Committee shall circulate the draft and final versions of the minutes of the meeting of the Nomination Committee or, as the case may be, written resolutions of the Nomination Committee to all Members for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

4 Attendance at Meetings

- 4.1 The Nomination Committee may, from time to time, invite the Chairman of the Board, the other members of the Board and/or other persons as may be considered by the Nomination Committee to be appropriate to attend all or any part of any meetings.
- 4.2 Only Members are entitled to vote at the meetings.

5 Authority

- 5.1 The Nomination Committee is authorised by the Board to determine the policy for the nomination of Director(s) and to adopt the nomination procedures, process and criteria to select and recommend candidate(s) for directorship(s);
- 5.2 The Nomination Committee is authorised by the Board to seek any nomination related information it requires from any member of the Board and senior management of the Company in order to perform its duties.
- 5.3 The Nomination Committee should be provided with sufficient resources to perform the duties set forth herein. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities. Arrangement to seek professional advice should be made through the Company Secretary.

6 Annual General Meeting

- 6.1 The chairman of the Nomination Committee or in his/her absence, another Member, (must be an independent non-executive director) shall attend the annual general meeting of the Company and be prepared to respond to shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

7 Duties

The Nomination Committee shall have the following duties:

- 7.1 to 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 the Board skills matrix, and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy;
- 7.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates or making any re-appointment recommendation, the Nomination Committee shall, in accordance with the Nomination Policy, consider candidates on merit and against the objective criteria (including time commitment and contribution) with due regard to the benefits of diversity on the Board;
- 7.3 to assess the independence of independent non-executive Directors;
- 7.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- 7.5 to support the regular evaluation of the performance of the Board;
- 7.6 to conduct an annual review of the implementation and effectiveness of the independence mechanism;
- 7.7 to conduct an annual review of the Nomination Policy, its implementation and effectiveness;
- 7.8 to conduct an annual review of the implementation and effectiveness of the Board Diversity Policy, and monitor the progress towards the measurable objectives adopted by the Board;
- 7.9 to conduct an annual assessment of each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively; taking into account professional qualifications and work experience, existing directorships of listed company(ies) and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience.

- 7.10 to conduct an annual review of this terms of reference and effectiveness of the Nomination Committee, and recommend to the Board any necessary changes; and
- 7.11 to perform other functions and powers delegated from the Board to the Nomination Committee from time to time.

8 Reporting Procedures

- 8.1 The chairman of the Nomination Committee shall report to the Board on annual basis at the next Board meeting following the Nomination Committee's meeting, on matters within its remit.

9 Publication of these Terms of Reference

- 9.1 The Nomination 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 websites of the Company and the Stock Exchange of Hong Kong Limited.

Adopted on 16 March 2012, and amended on 25 June 2013, 23 January 2019 and 5 March 2026