



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. CONSTITUTION

The Nomination Committee (“NC”) was established by the Board of Directors (“Board”) of PC Partner Group Limited (the “Company”).

2. OBJECTIVE

The main objective of the NC is to build a strong and independent Board and ensure a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.

3. ROLES AND FUNCTIONS

3.1. To make recommendations to the Board on relevant matters relating to:

- (a) the review of board succession plans for the directors of the Company (“Directors”, each a “Director”);
- (b) the review of training and professional development programs for the Board; and
- (c) the appointment and re-appointment of our Directors (including alternate Directors, if applicable) and other persons having authority and responsibility for planning, directing and controlling the activities of the Company;

3.2. To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;

3.3. To review and determine annually, and as and when circumstances require, if a Director is independent, in accordance with the Code of Corporate Governance 2018 of Singapore and any other salient factors;

- 3.4. To review the composition of the Board annually to ensure that the Board and the Board committees comprise Directors who as a group provide:
 - (a) an appropriate balance and diversity of skills, expertise, gender, and knowledge of the Company; and
 - (b) core competencies such as accounting or finance or legal, business or management experience, industry knowledge, strategic planning experience, and customer-based experience and knowledge;
- 3.5. Where a Director has multiple board representations, to decide whether the Director is able to and has been adequately carrying out his duties as Director, taking into consideration the Director's number of listed company board representations and other principal commitments;
- 3.6. To make recommendations to the Board on the development of a process for evaluation of the performance of the Board, its board committees, and Directors;
- 3.7. To decide how the Board's performance is to be evaluated and propose objective performance criteria which addresses how the Board has enhanced long-term shareholder value;
- 3.8. To implement a process for assessing the effectiveness of the Board as a whole and the Board committees;
- 3.9. To implement a process for assessing the contribution of the Chairman of the Board and each individual Director to the effectiveness of the Board;
- 3.10. To work with the Chairman of the Board to evaluate the performance of the Board and propose, where appropriate, new members to be appointed to the Board, or to seek the resignation of the Directors; and
- 3.11. To undertake generally such other functions and duties as may be required by law, the Listing Manual of the Singapore Exchange Securities Trading Limited, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the case may be) and/or any other applicable laws and regulations, and by amendments made thereto from time to time.

4. COMPOSITION

- 4.1. The NC shall be appointed by the Board from amongst its members. The NC shall comprise not fewer than three (3) members, a majority of whom shall be independent, and the lead independent director of the Company (if any). At least one member of the NC should have broad business experience, business network, knowledge of the procedures of the Company and its subsidiaries as well as commitment and available time, and if there is a need, expert professional advice may be obtained internally or externally.
- 4.2. The Chairman of the NC shall be elected by members of the NC and shall be an Independent Director. The members may determine the period for which the Chairman is to hold office.
- 4.3. Where, by virtue of any vacancy in the membership of the NC for any reason, the number of members of the NC is reduced to less than three (3) or there ceases to be a majority of independent directors, the Board shall within three (3) months thereafter, appoint such number of new members to the NC as may be required to make up the minimum number of three (3) directors or majority of independent directors in the NC or to comply with applicable regulatory requirements, as the case may be.
- 4.4. A member of the NC who wishes to retire or resign from the NC shall notify the Board in writing, giving at least one (1) month's notice.
- 4.5. The office of a member shall become vacant upon the member's resignation, retirement, removal, death or disqualification as a Director of the Company.

5. ADMINISTRATION

5.1. Meetings

- (i) The meetings of the NC may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting provided that the minutes of the meeting are prepared in accordance with paragraph (v).
- (ii) Meetings of the NC shall be held at least once a year. Special meetings may be called, when necessary, by any member of the NC.
- (iii) The NC shall have full discretion with regard to the calling of the meetings and the proceedings thereat and may invite any Director or the Company's management to their meetings.

- (iv) The Chairman of the NC shall preside at all meetings. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of the other independent members to be Chairman of the meeting.
- (v) The Company Secretary, failing whom his representative, shall be the Secretary for all meetings. The minutes shall be confirmed by the Chairman of the meeting and circulated to all members of the NC. The minutes are to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

5.2. Notice

Notice of each meeting of the NC, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the NC not fewer than three (3) working days prior to the date of the meeting. The members of the NC may, however, consent to shorter notice whereupon the requisite period shall be waived.

5.3. Quorum

The quorum for a NC meeting shall be two (2) members, including at least one (1) independent director.

5.4. Voting

Each member present shall have one (1) vote. All resolutions passed at the meeting shall be by majority votes and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. No member of the NC shall participate in any deliberation or decision if he is directly or indirectly interested in the matter to be resolved by the NC.

5.5. Written resolutions

A resolution in writing signed or approved by a majority of the members of the NC shall be as valid and effectual as if it had been passed at a meeting of the NC duly convened and held. Any such resolution may consist of several documents each signed by one or more members. The expressions “in writing” and signed include approvals by electronic signature.

5.6. Reporting

The Chairman of the NC shall report on the proceedings of the NC to the Board by way of submission of minutes of the NC meetings or by such other mode as the Chairman shall in his discretion deem fit.

6. REMUNERATION

Having regard to the functions performed by members of the NC in addition to their functions as directors and pursuant to the specific power conferred upon the Board by the Constitution of the Company, members of the NC may be paid such special remuneration in respect of their appointment as shall be fixed by the Board.

7. GENERAL

7.1. The NC, in carrying out its tasks under its terms of reference, may with the approval of the Board obtain such external independent professional advice as it considers necessary.

7.2. These terms of reference may from time to time be amended as required, subject to the approval of the Board.

Adopted by the NC on 12 November 2024

Approved by the Board on 12 November 2024