



CHINA HIGH PRECISION AUTOMATION GROUP LIMITED

中國高精密自動化集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 591)

(the “Company”)

NOMINATION COMMITTEE — TERMS OF REFERENCE

1. MEMBERS

- 1.1. The nomination committee of the Company (the “**Nomination Committee**”) should be established by the board of directors of the Company (the “**Board**”) and it should comprise a majority of independent non-executive directors. Members of the Nomination Committee shall be appointed by the Board, with at least one member of a different gender.
- 1.2. The Nomination Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Nomination Committee and appointed by the Board.
- 1.3. The terms of appointment to Nomination Committee members should be determined by the Board at the appointment date.

2. AUTHORITY

- 2.1. The Nomination Committee shall have unrestricted access to other members of the Board, senior management, the qualified accountant and internal controller in execution of its duties and responsibilities. All relevant employees will be directed to co-operate with any request made by the Nomination Committee.
- 2.2. Where necessary, the Nomination Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities and to secure the attendance of any external professional with relevant experience and expertise if necessary. The Company should provide the Nomination Committee sufficient resources to perform its duties.

- 2.3. The Company should establish the Nomination Committee which is chaired by the chairman of the Board or an independent non-executive director and comprises a majority of independent non-executive directors. 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 website of The Stock Exchange of Hong Kong Limited and the Company's website.

3. RESPONSIBILITIES

- 3.1. The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it required from any employee and all employees are directed to co-operate with any request made by the Nomination Committee. The Nomination Committee should be provided with sufficient resources to perform its duties.
- 3.2. The duties of the Nomination Committee shall include the following:
- (a) to review the structure, size and composition and diversity (including without limitations, gender, age, cultural and educational background, professional 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;
 - (b) 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 on merits and against objective criteria, with due regard to the benefits of diversity on the Board;
 - (c) to review and assess regularly the time commitment and contribution to the Board by each director as well as the director's ability to discharge his or her responsibilities effectively on an annual basis;
 - (d) to support the regular evaluation of the performance of the Board;
 - (e) to assess the independence of independent non-executive Directors;
 - (f) 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 account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
 - (g) to review the policy for nomination of directors and make recommendations of amendments to the Board when needed;

- (h) to review the board diversity policy of the Company (the “**Board Diversity Policy**”) as appropriate; and review the implementation, effectiveness and any measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives, and make disclosures of its progress and its review results in the annual report of the Company annually;
- (i) to review the implementation and effectiveness of the workforce diversity policy of the Company (the “**Workforce Diversity Policy**”) and any measurable objectives for implementing such Workforce Diversity Policy as may be adopted by the Board regularly and to review the progress on achieving the objectives; and
- (j) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iii) how the individual contributes to diversity of the Board.

4. MEETING

- 4.1. The Nomination Committee shall meet at least once a year or more frequently if circumstances require. Any member or the secretary of the Nomination Committee can call for a meeting.
- 4.2. Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

- 4.3. The quorum necessary for the transaction of business of the Nomination Committee shall be any two members of the Nomination Committee, one of whom must be an independent non-executive director.
- 4.4. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.
- 4.5. Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Nomination Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 4.6. Upon the invitation from the Nomination Committee, the chairperson of the Board and/or the general manager or the chief executive officer, other staff members responsible for the human resources function, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.7. Only the members of the Nomination Committee can vote in a meeting of the Nomination Committee.

5. SECRETARY OF NOMINATION COMMITTEE

- 5.1. The company secretary of the Company shall act as the secretary of the Nomination Committee.
- 5.2. The Nomination Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

6. NOMINATION COMMITTEE'S RESOLUTIONS

- 6.1. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effective as if it had been passed at a meeting of the Nomination Committee and may consist of several documents in like form each signed by one or more of the members of Nomination Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for a meeting of the Board or Nomination Committee to be held.

7. REPORTING PROCEDURES

- 7.1. The Nomination Committee shall report to the Board. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman of the Nomination Committee shall report their decisions and recommendations of the Nomination Committee to the Board.
- 7.2. Full minutes of meetings of the Nomination Committee shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of meetings of the Nomination Committee shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within 7 days after the meeting.
- 7.3. Copies of the minutes of meetings of the Nomination Committee shall be provided to the Board at its meetings.
- 7.4. The chairman or chairlady of the Nomination Committee or (if absent) the other member of the Nomination Committee (must be an independent non-executive director) should attend the Company's annual general meeting to answer shareholders' questions about nomination related issues.

8. REVISION OF THE TERMS OF REFERENCE

- 8.1. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules).

If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.

Revised on 30 June 2025 and effective from 1 July 2025