



# SOMERLEY CAPITAL HOLDINGS LIMITED

## Somerley Capital Holdings Limited

## 新百利融資控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8439)**

**(the “Company”)**

### NOMINATION COMMITTEE — TERMS OF REFERENCE

The nomination committee (the “**Committee**”) of Somerley Capital Holdings Limited (the “**Company**”) was established pursuant to a resolution passed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on 9 March 2017 in compliance with Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). Set out below are the terms of reference (the “**Terms of Reference**”) of the Committee, the latest version of which was approved by the Board on 20 June 2025.

#### 1. Membership

- 1.1 Members of the Committee (the “**Members**”) shall be appointed by the Board and shall consist of not less than three members.
- 1.2 The majority of Members shall be independent non-executive Directors of the Company, with at least one Member of a different gender.
- 1.3 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive Director.
- 1.4 A Member who wishes to retire or resign from the Committee should provide notice to the Company so that a replacement may be appointed before he or she leaves.

#### 2. Meetings

- 2.1 Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (the “**Articles**”) (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.
- 2.2 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.
- 2.3 The quorum of the Committee shall be any two Members.
- 2.4 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the Members may agree.

- 2.5 At the invitation of the Committee, Directors, executives, members of senior management of the Company and other persons may attend all or part of any meetings.
- 2.6 Notice of at least 14 days shall be given for a regular meeting of the Committee, unless all Members unanimously waive such notice. For all other meetings of the Committee, reasonable notice shall be given. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member.
- 2.7 The agenda and accompanying supporting papers shall be sent to all Members and to other attendees as appropriate at least three days before the date of the meeting or such other period as the Members may agree.
- 2.8 Each Member shall have one voting right. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- 2.9 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 Committee duly convened and held.
- 2.10 The company secretary of the Company shall be the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.
- 2.11 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

### **3. Authority**

- 3.1 The Committee is authorised by the Board to seek any information they require from the management of the Company in order to perform their duties.
- 3.2 The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

### **4. Duties, Powers and Discretion**

The Committee shall have the following responsibilities, powers and discretion:

- 4.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity profile) 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 Board to achieve the Company's corporate strategy;

- 4.2 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;
- 4.3 to assess the independence of independent non-executive directors having regard to the criteria under the GEM Listing Rules;
- 4.4 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 and the chief executive. Specifically, the Committee shall review the succession plan of the Company every financial year;
- 4.5 to review and assess 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 in account the factors as required by the GEM Listing Rules;
- 4.6 to support the regular evaluation of the performance of the Board;
- 4.7 to review the Nomination Policy and the Board Diversity Policy periodically and make recommendation on any proposed revisions to the Board; and
- 4.8 to consider other topics as defined by the Board.

## **5. Reporting**

- 5.1 The Committee shall report to the Board on its decisions or recommendations on a regular basis.
- 5.2 The Chairman or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the “AGM”) of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.

## **6. Publication of the Terms of Reference**

- 6.1 The Committee shall make available these Terms of Reference on the websites of The Stock Exchange of Hong Kong Limited and the Company.