



HONG KONG ZCLOUD TECHNOLOGY CONSTRUCTION LIMITED

香港智雲科技建設有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9900)

(the “Company”)
(「本公司」)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY

本公司的董事會提名委員會職權範圍

1. Constitution

The nomination committee (the “Committee”) is established pursuant to the resolutions of the board (the “Board”) of directors (the “Directors”) dated 23 January 2018.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors.
- 2.2 The chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive Director.

1. 組成

本審核委員會(「委員會」)是按本公司董事(「董事」)會(「董事會」)於2018年1月23日決議通過成立的。

2. 成員

- 2.1 委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。
- 2.2 委員會主席由董事會委任，並由董事會主席或獨立非執行董事擔任主席。

2.3 The Committee shall consist of one Director of a different gender.

2.4 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

2.5 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Proceedings of the Committee

3.1 Notice:

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been properly convened.

2.3 委員會須有至少一名不同性別董事。

2.4 本公司的公司秘書為委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

2.5 經董事會及委員會分別通過決議，方可委任額外、更替或罷免委員會成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. 會議程序

3.1 會議通知：

- (a) 除非委員會全體成員同意，召開委員會的會議通知期，不應少於七天。該通知應發給每名委員會成員及其他獲邀出席的人士。不論通知期長短，委員會成員出席會議將被視為其放棄受到足期通知的權利，除非出席該會議的委員會成員在會議開始之時表示其目的，因會議沒有按正確程序召開為理由，而反對會議處理任何事項。

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(d) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive Directors.

(b) 任何委員會成員或(應任何委員會成員的請求時)委員會秘書可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出于各委員會成員(以該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵件地址為準)。

(c) 口頭方式作出的會議通知，應儘快(及在會議召開前)以書面方式確實。

(d) 會議通告必須說明開會目的、開會時間、地點。議程及隨附有關文件一般在預期召開委員會會議前七天(無論如何不少於三天)(或其他經所有委員會成員同意的其他時段)送達各成員參閱。

3.2 **法定人數：**委員會會議法定人數為兩位委員會成員，而大部份出席的成員須為獨立非執行董事。

3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors, and to review the Board Diversity Policy of the Company and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.

3.4 Meetings may be held in person, or by means of such 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.

4. Written resolutions

A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

5. Alternate Committee members

A Committee member may not appoint any alternate.

3.3 **開會次數：**每年最少開會一次，以檢討、釐定及考慮本公司就董事委任、重新委任及罷免的提名程序及前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議，及檢討本公司的董事會多元化政策及執行由董事會不時採納的有關政策的任何可衡量目標以及達成該等目標的進度。

3.4 會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人士同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

4. 書面決議

經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

5. 委任代表

委員會成員不能委任代表。

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
- (c) to obtain, at the Company’s expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

6. 委員會的權力

6.1 委員會可以行使以下權力：

- (a) 向本公司及其任何附屬公司(以下統稱「**本集團**」)的任何僱員及專業顧問索取其所需的資料、要求上述人士準備及提交報告、出席委員會會議並提供所需資料及解答委員會提出的問題；
- (b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；
- (c) 如委員會認為有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)，以及確保具相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信用查冊)、報告、民調或公開徵募以取得充足資源來履行其職責。前述費用均由本公司承擔；

(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Company should provide the Committee sufficient resources to perform its duties.

7. Duties of the Committee

The duties of the Committee shall be:

(a) 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 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 members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(c) to assess the independence of the independent non-executive Directors;

(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及

(e) 為使委員會能恰當地履行其於下文第七章項下的職責，行使其認為有需要及權宜的權力。

6.2 本公司應提供充足資源予委員會以履行其職責。

7. 委員會的職責

委員會負責履行以下職責：

(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多元化觀點)，協助董事會編制董事會技能表，並就任何為配合本公司策略而擬對董事會作出的變動提出建議；

(b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供建議；

(c) 評核獨立非執行董事的獨立性；

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| <p>(d) to make recommendations to the Board on the appointment or re-appointment of Directors; and succession planning for Directors in particular the chairperson and the chief executive;</p> | <p>(d) 向董事會提呈下列事項的建議董事委任或重新委任；及董事繼任計劃(尤其是主席及行政總裁)；</p> |
| <p>(e) to implement and keep under review the Board Diversity Policy of the Company and to disclose the Board Diversity Policy or a summary of such policy (including any measurable objectives that have been set for implementing the policy and the progress on achieving those objectives) in the corporate governance report which will be included in each annual report of the Company;</p> | <p>(e) 執行並持續檢討本公司的董事會多元化政策並於載入本公司各年度報告的企業管治報告中披露董事會多元化政策或其摘要(包括為執行該政策而定的任何可計量目標及達標的進度)；</p> |
| <p>(f) to support the Company's regular evaluation of the Board's performance; and</p> | <p>(f) 支援本公司定期評估董事會表現；及</p> |
| <p>(g) to consider and implement other matters, as defined or assigned by the Board from time to time.</p> | <p>(g) 考慮及執行董事會委派的其他事項。</p> |

8. Minutes and reporting procedures

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly.
- 8.2 Full minutes of Committee meetings shall record sufficient details of the matters discussed and decisions made (including any concerns raised by the Directors or dissenting views expressed); and shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary) and shall be open for inspection at any reasonable time by any Director. Minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Reporting responsibilities

The Committee shall report to the Board after each meeting.

8. 會議紀錄及彙報程序

- 8.1 秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。
- 8.2 委員會會議的完整會議紀錄應對會議上所考慮事項及達致的決定作足夠詳細的記錄(包括董事提出的任何疑慮或表達的反對意見)，並由正式委任的會議秘書(通常為公司秘書)保存，且可予任何董事在任何合理的時段查閱。會議紀錄應在會議後一段合理時間(一般指委員會會議結束後的14天內)內先後發送予委員會全體成員，表達意見及作紀錄之用。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。
- 8.3 委員會秘書應就本公司財政年度內委員會所有會議紀錄存檔，以及具名紀錄每名成員於該財政年度內所舉行之委員會會議的出席率。

9. 彙報責任

委員會應於每次會議後向董事會作出彙報。

10. Annual general meeting

The chairperson of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

11. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference on the website of the Company and on the website of The Stock Exchange of Hong Kong Limited.

10. 股東週年大會

委員會的主席，或在委員會主席缺席時由另一名成員(或如該名成員未能出席，則其適當委任的代表)應出席本公司的股東週年大會，並就委員會的活動及其職責在股東週年大會上回答問題。

11. 委員會職權範圍的刊載

委員會應在本公司的網站及香港聯合交易所有限公司的網站刊載其職權範圍。

Revised and adopted on the 27th day of June 2025
於2025年6月27日修訂及採納

Note: If there is any discrepancy or inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

註：本職權範圍的中英文版本如有歧義或不一致之處，概以英文版本為準。