

**SPROCOMM INTELLIGENCE LIMITED**

**董事會提名委員會職權範圍**  
**Terms of reference of**  
**the Nomination Committee of the Board of Directors**

# SPROCOMM INTELLIGENCE LIMITED

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

*(於開曼群島註冊成立之有限公司)*

**(Stock Code: 1401)**

**(股份代號：1401)**

**(the “Company” and 「本公司」)**

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## TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (“COMMITTEE”) OF THE BOARD OF DIRECTORS (“BOARD”) OF THE COMPANY 董事會(「董事會」)提名委員會(「委員會」) 權責範圍及程序

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(中文本為翻譯稿，僅供參考用)

### **1. Constitution**

### **組成**

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 18 October 2019.

本委員會是按本公司董事會於2019年10月18日會議通過成立的。

### **2. Membership**

### **成員**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three members and comprises a majority of independent non-executive directors. The Committee must consist of at least one member of a different gender.

委員會成員由董事會從董事中挑選，委員會人數最少要有三名成員，成員須以獨立非執行董事佔大多數。委員會須至少包含一名不同性別成員。

- 2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.

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。

- 2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘書為委員會的秘書。

2.4 The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會的成員或秘書。

### 3. Proceedings of the Committee

### 會議程序

#### 3.1 *Notice:*

#### 會議通知：

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

(a) 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。

(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.

(b) 任何委員會成員或委員會秘書(應委員會成員的請求時)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、傳真或委員會成員不時議定的其他方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

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

(c) 任何口頭發出的會議通知應盡快(及在會議召開前)以書面方式確實。

(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by 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.

(d) 會議通告必須說明開會目的、時間及地點，連同議程、議程及其他需要各委員會成員為了會議而參閱的有關文件。

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| <p>3.2 <b>Quorum:</b> The quorum of the Committee meeting shall be two members of the Committee.</p>   | <p><b>法定人數：</b>會議法定人數為兩位委員會成員。</p>   |
| <p>3.3 <b>Frequency:</b> Meetings shall be held at least once a year</p>   | <p><b>開會次數：</b>每年最少開會一次。</p>   |
| <p><b>4. <u>Written resolutions</u></b></p>  | <p><b><u>書面決議</u></b></p>  |
| <p>4.1 Resolutions may be passed by all Committee members in writing, but such resolutions in writing must be signed by all members of the Committee.</p>  | <p>委員會成員可以書面決議方式通過任何決議，惟所有委員會成員必須簽字。</p>   |
| <p><b>5. <u>Alternate Committee members</u></b></p>  | <p><b><u>委任代表</u></b></p>  |
| <p>5.1 A Committee member may not appoint any alternate.</p>   | <p>委員會成員不能委任代表。</p>  |
| <p><b>6. <u>Authority of the Committee</u></b></p>   | <p><b><u>委員會的權力</u></b></p>  |
| <p>6.1 The Committee may exercise the following powers:</p>  | <p>委員會可以行使以下權力：</p>  |
| <p>(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “<b>Group</b>”) and any professional advisers in order to perform its duties, 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;</p> | <p>(a) 為執行其職責而向本公司及其任何附屬公司(合稱「<b>本集團</b>」)的任何僱員及專業顧問索取所需資料，並要求任何該等人士準備及提交報告及出席委員會會議及提供資料及解答委員會提出的有關問題；</p> |
| <p>(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;</p>  | <p>(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；</p>  |

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| <p>(c) to obtain, at the Company's expenses, independent legal or other professional advice from outsiders with relevant experience and expertise at the cost of the Company on any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, as it considers necessary and to secure the attendance of such outsiders 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;</p> | <p>(c) 如委員會覺得有需要，可就本職權範圍事宜向外界尋求有相關經驗及專業才能的獨立第三方的獨立法律及其他專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)，並在委員會需要時，可邀請該等人士出席委員會會議。委員會有權進行其認為適當的查詢(包括但不限於訴訟、破產及信譽查冊)、報告、調查或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；</p> |
| <p>(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</p>  | <p>(d) 每年檢討本職權範圍及其履行其職責時的有效性，及如委員會覺得有需要，可向董事會提供修改建議；及</p>  |
| <p>(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.</p>  | <p>(e) 為使委員會能恰當地執行其於第七章項下的責任，其認為有需要及便捷的權力。</p>   |
- 6.2 The Committee should be provided with sufficient resources to discharge its duties.
- 委員會應獲提供充足資源以履行其職責。

## 7. Duties

### 7.1 The duties of the Committee shall be:

- (a) to review the structure, size and, composition and diversity (including without limitation, gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and experience length of service) of the Board at least annually, assist the Board in maintaining a board skill matrix and to make recommendations on any proposed changes to in accordance with the provision of the Listing Rules and other relevant laws, rules and regulations the Board to complement the Company's corporate strategy;
- (b) to determine the policy for the nomination of directors, 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. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of the independent non-executive directors;

## 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、組成及成員多元化(包括但不限於性別、年齡、文化、教育背景、種族、專業經驗、技能、知識及服務年限方面)、協助董事會編製董事會技能表，並根據上市規則以及其他有關法律、規則和法規的條文，就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 訂定提名董事的政策，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意見。委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；
- (c) 評核獨立非執行董事的獨立性；

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| <p>(d) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;</p>             | <p>(d) 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告》內披露檢討結果；</p> |
| <p>(e) 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 the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;</p> | <p>(e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；</p>     |
| <p>(f) to support the Company's regular evaluation of the Board's performance at least every two years;</p>  | <p>(f) 支持本公司至少每兩年一次定期評估董事會的表現；</p>  |
| <p>(g) to annually assess and disclose its assessment of each director's time commitment, contribution to the Board as well as each director's ability to discharge his or her responsibilities effectively; and</p>   | <p>(g) 每年評估及披露其對每名董事對董事會的時間投入、貢獻以及對每名董事有效履行職責的能力的評估；及</p>                             |
| <p>(h) 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:</p>   | <p>(h) 若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明：</p>              |
| <p>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;</p>   | <p>i. 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及其認為該名人士屬獨立人士的原因；</p>                               |



- ii. if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board;
- iii. the perspectives, skills and experience that the individual can bring to the board; and
- iv. how the individual contributes to diversity of the board.

- ii. 如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
- iii. 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
- iv. 該名人士如何促進董事會成員多元化。

## **8. Minutes and records**

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall send the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 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.

## **會議紀錄**

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議簽署前一段合理時段內，先後把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

委員會秘書應就將各財政年度內委員會舉行的會議的會議紀錄及個別成員出席紀錄按其名字備存於本公司。



**9. Continuing application of the articles of association of the Company**

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

**10. Powers of the Board**

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

*Note:* approved and adopted by the Board on 18 October 2019 and revised on 30 June 2025.

**本公司組織章程的持續適用**

本公司章程內的董事會會議及會議程序的規定，除被本職權範圍的條文替代之外，均適用於委員會的會議及會議程序。

**董事會權力**

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄C1《企業管治守則》及《企業管治報告》或本公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟修訂及廢除本職權範圍的規則及委員會通過的決議，並不影響任何在委員會已經通過的決議或已採取的行動的有效性。

註：經董事會於2019年10月18日批准及採納，並於2025年6月30日修訂。