



ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

- 1.1 The board of directors (the “**Board**”) of ISP Holdings Limited (formerly known as “**Synergis Holdings Limited**”) (the “**Company**”) resolved on 12 December 2011 to establish a committee of the Board known as the nomination committee (the “**Committee**”).

2. Objective and Role

- 2.1 The primary objective of the Committee is to formulate nomination policy and to lead the process of identifying and nominating suitable candidates.

3. Membership

- 3.1 The members of the Committee shall be appointed by the Board and shall consist of at least three members with at least one member of a different gender, a majority of whom shall be Independent Non-Executive Directors of the Company.
- 3.2 The chairman of the Committee shall be appointed by the Board.
- 3.3 The Company Secretary or any other person appointed by the Committee chairman shall be the Secretary of the Committee.

4. Frequency of Meetings

- 4.1 Meetings shall be held at least once a year and at such other times as the Committee determines appropriate to carry out its responsibilities.

5. Authority

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference.

5.2 In connection with its duties, the Committee is authorised to select, appoint and approve fees for independent professional advisors to assist the Committee in performing of its duties if it considers necessary.

5.3 The Committee shall be provided with sufficient resources to perform its duties.

6. Duties

6.1 In addition to any other responsibilities which may be assigned from time to time by the Board, the duties of the Committee shall be:

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, skills, knowledge, professional experience and length of service) 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 Group'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 based on the objective criteria with due regard for the benefits of diversity on the Board;
- (c) taking into account the Group's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future, 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;
- (d) to support the Company's regular evaluation of the Board's performance;
- (e) to assess the independence of independent non-executive directors and to review the independent non-executive directors annual confirmations on their independence; and to make disclosure of its review results in the Corporate Governance Report;
- (f) to regularly review the time required from a director to perform his/her responsibilities and report to the Board of their findings;
- (g) to review the policies on both Board Diversity Policy and Nomination Policy, as appropriate; and review the measurable objectives that the Board had 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; and
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

7. Meetings

- 7.1 The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Bye-laws for regulating the meetings and proceedings of the Board.
- 7.2 The quorum of the meetings shall be two members of the Committee. 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 of the Committee shall have a second or casting vote.

8. Frequency of Review

- 8.1 These terms of reference shall be reviewed and revised from time to time as and when considered necessary by the Board.

Hong Kong, 30 June 2025