ACME

Acme International Holdings Limited
益美國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立的有限公司）

(the "Company")
（「本公司」）
(Stock Code: 1870)
（股份代號：1870）

Terms of Reference of the Nomination Committee of the Board of Directors of the Company

董事會提名委員會 職權範圍

（中文本為翻譯稿，僅供參考用）

1. Constitution

The nomination committee (the "**Committee**") of the board of directors (the "**Directors**") of the Company (the "**Board**") is established pursuant to a resolution passed by the Board at its meeting held on 18 October 2019.

組成

董事會提名委員會（「**委員會**」）是按本公司董事（「**董事**」）會（「**董事會**」）於2019年10月18日會議通過成立的。

2. Membership

2.1 Members of the Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three (3) members, including at least one member of a different gender. The majority of the members of the Committee shall be independent non-executive Directors.

成員

委員會成員由董事會從董事中挑選，委員會人數最少三(3)名（包括至少一名不同性別成員）。委員會大部份之成員須為本公司的獨立非執行董事。

2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee which shall be the chairman of the Board or an independent non-executive Director.

委員會主席由董事會委任或經委員會會員選舉，並由董事會主席或獨立非執行董事擔任主席。

2.3 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.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的成員，可互選或委任其他人擔任該會議的秘書。

2.4 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 a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

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. Procedural Standing Orders

議事程序規則

3.1 The Standing Orders which from time to time apply to the terms of reference of the Audit Committee of the Board shall apply mutatis mutandis to these terms of reference of the Committee.

不時適用於董事會審核委員會職權範圍之議事程序規則，(在細節上作必要的變更後)應適用於本委員會職權範圍。

3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

每年最少開會一次或更多(若有所需)。

4. Alternate Committee members

委任代表

A Committee member may not appoint any alternate.

委員會成員不能委任代表。

5. Authority of the Committee

委員會的權力

5.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

(a) to seek any information it requires from any employee of the Company and its subsidiaries (collectively, the "**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;

(a) 向本公司及其附屬公司（合稱「**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) to review the performance of the Directors and the independence of the independent non-executive Directors in relation to their appointment or reappointment as Directors;

(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) to obtain, at the Company's expenses, outside legal or other independent professional advice for the purpose of performing its duties or giving assistance to any matters within these terms of reference, including the advice of an 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;

(c) 如委員會覺得有需要，可為履行其職責或就協助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，並由本公司支付有關費用（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以助其履行職責的查冊（包括但不限於訴訟、破產及信譽查冊）、報告、調查或公開徵募，並應獲得充足資源以履行其職責；

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

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

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

(e) 為使委員會能恰當地執行其於第6 章項下的職責,行使其認為有需要及權宜的權力。

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

本公司應提供充足資源予委員會以履行其職責。

6. Duties of the Committee

委員會的職責

The duties of the Committee shall be:

委員會負責履行以下職責:

(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 purpose, values and desired culture;

(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),協助董事會維持董事會技能矩陣,並就任何為配合本公司企業策略目標、價值及理想文化而擬對董事會作出的變動提出建議;

(b) to identify individuals suitably qualified to become members of the Board through different recruitment channels under a fair and open recruitment process and select or make recommendations to the Board on the selection of individuals nominated for directorships of the Group;

(b) 通過不同招募渠道,以公平公開的招募程序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本集團董事或就此向董事會提供意見;

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

(c) 評核獨立非執行董事的獨立性;

(d) to make recommendations to the Board on

(i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;

(ii) the policy on the terms of employment of non-executive Directors;

(iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

(iv) proposed changes to the structure, size and composition of the Board;

(v) candidates suitably qualified to become members of the Board;

(vi) the selection of individuals nominated for directorships of the Group;

(vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;

(d) 向董事會提呈下列事項的建議：

(i) 作為董事會成員所應有的角色、責任、能力、 技術、知識、經驗及多元化觀點；

(ii) 委聘非執行董事的政策；

(iii) 審核委員會、薪酬委員會及其他董事會委員會的組成；

(iv) 董事會的架構、人數及組成擬作出的變動；

(v) 具備合適資格擔任董事的人士；

(vi) 挑選被提名人士出任本集團董事；

(vii) 輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力；

(viii) the continuation (or not) in service of any independent non-executive Director serving more than nine (9) years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;

(viii) 在任多於九(9)年的獨立非執行董事的去留問題，並就該等獨立非執行董事的重選向本公司股東就審議有關決議案如何投票提供建議；

(ix) the appointment or reappointment of Directors;

(ix) 董事委任或重新委任董事；

(x) succession planning for Directors in particular the chairman and the chief executive to ensure the long-term success of the Company, which considers the skills that the Board currently has and is likely to need in the future and ask what professional and personal attributes may be missing from the Board. The Committee should periodically review the succession plan as the needs of the Company and Board may change over time; and

(x) 董事繼任計劃（尤其是主席及行政總裁）確保本公司的長期成功。該計劃考慮董事會目前擁有及未來可能需要的技能，並詢問董事會可能缺少哪些專業及個人特質。委員會應定期檢討繼任計劃，因為公司及董事會的需求可能會隨著時間而改變）；及

(xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy and to discuss with the Board any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;

(xi) 關於董事會成員多元化的政策，執行該政策的可衡量目標，以及與董事會討論任何需對該政策作出的修訂，並向董事會提出修訂建議，供董事會考慮及通過；

(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:

(i) succession planning of Directors;

(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;

(iii) changes in market environment and commercial needs of the market in which the Group operates;

(iv) the skills and expertise required from members of the Board;

(v) the Board's policy concerning diversity of Board members adopted from time to time; and

(vi) the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**") with regard to directors of a listed issuer;

(e) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：

(i) 董事接替計劃；

(ii) 為保持或加強本集團的競爭優勢所需要的領導才能；

(iii) 市場環境的轉變及本集團營運市場的商業需要；

(iv) 董事會成員所須具備的技能及專才；

(v) 由董事會不時採納的關於董事會成員多元化的政策；及

(vi) 香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）對上市發行人的董事的相關要求；

(f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at a general meeting under Rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

(f) 就任何按上市規則第13.68 條須於股東大會上事先取得本公司股東批准的現任董事或侯任董事與本集團任何成員的擬定服務合同作出審閱，並就該擬定服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及本公司股東應怎樣作表決，向本公司股東提呈建議（不包括該等股東亦同時為於相關服務合同有重大利益的董事）；

(g) to ensure that on appointment to the Board, the non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service scope and involvement outside meetings of the Board;

(g) 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中須訂明對其等之要求，包括工作時間、委員會服務範圍及參與董事會會議以外的工作；

(h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;

(h) 會見辭去本公司董事職責的董事以了解其離職原因；

(i) to review the policy on Board diversity, as appropriate, to ensure its effectiveness and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives;

(i) 為確保董事會成員多元化政策行之有效，於適當時候檢討該政策及為執行由董事會不時採納的有關政策的可衡量目標，以及檢討達成該等目標的進度；

(j) to report annually on the Board's composition under diversified perspectives, to disclose the Board diversity policy or a summary of the Board diversity policy, including any measurable objectives that the Company has set for implementing the Board diversity policy and progress in achieving those objectives in the corporate governance report contained in the Company's annual report;

(j) 在本公司年報刊載的《企業管治報告》中,根據多元化層面每年匯報董事會組合,披露董事會多元化政策或董事會多元化政策概要,包括為制定政策而定的任何可計量目標及達標進度;

(k) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time;

(k) 考慮及執行董事會不時界定或委派或上市規則不時規定的其他事項;

(l) to support the Company's regular review and evaluation of the Board's performance;

(l) 支持本公司定期檢討及評估董事會的表現;

(m) 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, taking into consideration his/her professional qualifications and work experience, listed issuer directorships, other significant external time commitments and other factors or circumstances relevant to such Director's character, integrity, independence and experience; and

(m) 定期檢討及評估各董事對董事會投入的時間及貢獻,以及董事履行其職責的能力,並考慮其專業資格及工作經驗、上市發行人董事職務、其他重大外部時間承擔,以及與該董事的品格、誠信、獨立性及經驗有關的其他因素或情況;及

(n) to be mindful of the need to refresh the Board regularly to avoid entrenchment and attract fresh thinking.

(n) 注意定期更新董事會的需要,以避免固化思維及吸引創新思維。

7. Annual general meeting

The Chairman 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.

股東周年大會

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

8. Continuing application of the articles of association of the Company

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.

本公司組織章程的持續適用

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，在可行的情況下適用於委員會的會議程序。

9. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Part 2 of Appendix C1 to the Listing Rules (as amended from time to time) 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 or supplements 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, supplemented or revoked.

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（經不時修訂）之附錄C1第2部《企業管治守則》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，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

10. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

The 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 Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 18 October 2019 and
amended on 26 June 2025

於2019年10月18日採納並
於2025年6月26日修訂