



## **AUTOMATED SYSTEMS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 771)**

### **TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

---

#### ***Membership***

1. The Nomination Committee (the “Committee”) shall comprise not less than three members to be appointed by the Board of Directors (the “Board”), the majority of whom should be Independent Non-Executive Directors, with at least one member of a different gender. A quorum shall be two members.
2. The Chairman of the Committee shall be appointed by the Board, who should either be the Chairman of the Board (the “Board Chairman”) or an Independent Non-Executive Director. For the avoidance of doubt, the Board Chairman shall not chair the meeting of the Committee when it is dealing with the succession of chairmanship.

#### ***Attendance at meeting***

3. Only members of the Committee have the right to attend the Committee meetings. However, any Director, executive or other person may be invited to attend the meetings when the Committee considers that their attendance can assist it to discharge its duties.

#### ***Frequency of Meetings***

4. The Committee shall meet at least once a year and at such other times as the Committee Chairman shall require.
5. The company secretary of the Board shall act as the secretary of the Committee.

#### ***Authority***

6. The Committee is authorised to seek any information it requires from the management of the Company in order to perform its duties.
7. The Committee may obtain, at the expense of the Company, legal or other professional advice on any matters within its terms of reference.

8. The Committee should be provided with sufficient resources to perform its duties.

***Duties***

9. The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity) 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; and the review of the matrix should explain how the mix of skills serves the Company's strategy and culture and identify any further skills the board is looking to acquire;
- (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;
- (c) to assess the independence of Independent Non-Executive Directors; and to monitor the tenure of Independent Non-Executive Directors to ensure compliance with the nine-year limit, planning for their orderly succession before their tenure expires;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors to develop and maintain a formal and transparent procedure for succession planning for Directors, in particular the chairman and the chief executive and senior management;
- (e) to make recommendations to the Board on the membership of Board Committees e.g. Audit Committee and Remuneration Committee, in consultation with the Board Chairman and the chairmen of such committees, as appropriate;
- (f) before recommending an appointment, to evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
  - (i) use such method or methods to facilitate the search as it may deem appropriate;
  - (ii) consider candidates from a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that candidates have enough time available to devote to the position;

- (g) to make recommendations to the Board on any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the law and their service contracts;
- (h) to keep under review the leadership needs of the Company, both Executive and Non-Executive Directors, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- (i) to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (j) to review and assess annually the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities; and the assessment must consider the director's other significant commitments, monitor compliance with the cap of six listed issuer directorships for Independent Non-Executive Directors, and the results of this assessment shall be disclosed in the Corporate Governance Report;
- (k) to ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, contribution to the board and involvement outside Board meetings, where appropriate;
- (l) to support the regular evaluation of the performance of the Board;
- (m) to review the policy on board diversity annually, to monitor its implementation and progress towards achieving the measurable objectives set for promoting diversity, and to disclose a summary of this review in the Corporate Governance Report;
- (n) to develop, implement and review the Company's policy on workforce diversity (including senior management) and to monitor and disclose relevant gender ratios as required by the Listing Rules; and
- (o) to make recommendations to the Board on any proposed change to the policy and to exercise such other powers and authorities, and to perform such other duties, as set out in the policy or delegated by the Board from time to time.

### ***Nomination Policy***

10. The provisions set out in the above paragraphs 9(a), 9(b), 9(d), 9(f) and 9(k) are regarded as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions constitute the “Nomination Policy” of the Company.

### ***Reporting procedures***

11. The Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
12. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
13. The minutes of meetings of the Committee shall be circulated to all members of the Board.

End

*(effective on 26th June 2025)*