



瑞聲科技控股有限公司 AAC Technologies Holdings Inc.

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2018)

Nomination Policy

(Adopted on 27 March 2018 and revised on 9 December 2022 and 16 December 2025)

1. The adherence to the Diversity Policy is to ensure diversity in its broadest sense continues to be a feature of the composition and the functioning of the Board of Directors (the “Board”) of the Company. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. A truly diverse Board will include and make good use of differences in the knowledge, skills, geographic and industry experience, background, ethnicity, gender and other qualities of Directors. These differences will be taken into account in determining the optimum composition and complementarity of the Board.
2. All Board appointments are made on merit, in the context of the attributes discussed above.
3. The ultimate responsibility for selection and appointment of Directors rests with the entire Board.

CG Guide
2025, p.14

Identifying and Nomination of candidates for Independent Non-Executive Directors (“INEDs”)

4. In addition to candidates being ‘fit and proper persons’^{NOTE 1} and individual candidates’ core competencies, professional knowledge, skill and experience, integrity, and qualifications, the candidates’ independence status (such as, past provision of advisory services, cross-directorships, links with major shareholders and other Directors, etc.) and any potential conflicts of interest (such as, past material interests in the Company’s business or industry) are evaluated.
5. Candidates for appointment as INEDs would come from a wide pool of talents and backgrounds, skills, experience and perspectives. Selection of candidates will be based on a range of diversity perspectives, which would include but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in their respective fields or companies they serve. In addition, the relevance to the Company’s business, considering potential new issues and challenges the Board and the Company may face for the future, is also considered.

6. Candidates as INEDs would have to complement the existing Board as effectiveness of the Board as a whole remains a priority along with providing a strong independent element on the Board. The Nomination Committee of the Company (the “Nomination Committee”) would be able to consider the ability of candidates to devote sufficient time to the Board and the sub-committees that they may serve. It is well understood that some committees may be best served with a composition solely of INEDs.
7. The Nomination Committee should be aware of the factors which may affect an individual’s time commitment to the Company, including:
 - (a) Directorship at another listed issuer undergoing a period of particularly increased activity, such as an acquisition or a takeover;
 - (b) Chairing a listed issuer’s board and/or board committees;
 - (c) Membership of board committees;
 - (d) Acting as chief executive officer or full time executive director for another listed issuer; and
 - (e) Being an INED for multiple boards and taking up significant external time commitments at government or non-profit making bodies.
8. An INED must not concurrently hold more than six directorships of issuers listed on the Main Board or GEM. For the avoidance of doubt, where an INED serving on various members within a consolidated group of listed companies, these will not be collectively regarded as one directorship. INEDs sitting on multiple boards should ensure that they can dedicate adequate attention to each board and board committee.
9. The Nomination Committee, individually and collectively, would have the required relevant knowledge about the Company, and, skills and circle of contacts to identify and evaluate suitability of nominated candidates for directorships.
10. As much as possible, potential candidates should be invited to informal meetings over drinks/lunch/dinner with members of the Board and CEO to enable proper exchange of information about the candidates and the Company, and for the face to face evaluation of the candidates by the Board members for likely fit and synergy with the Board.

B.1 of
App C1

LR 3.12A

Appointment Process

11. Recommendation to the Board, including terms and conditions of the appointment, will be made as soon as practicable. All valid nominations of candidates, details of the recommended candidates’ biographical backgrounds accompanied with outcome of the physical interviews and discussions would be presented to the Board for an informed and balanced decision to be made.

12. Before their appointment, the proposed INEDs must confirm to the Company their independence per the criteria under rule 3.13 of the Listing Rules. LR 3.13

Re-Election/Appointment Process

13. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. B.2.2 of App C1
14. Recommendations to the Board, including terms and conditions of the re-election/appointment, will be made as soon as practicable. The independence status should be confirmed by the Nomination Committee and stated clearly. Directors' re-election/appointment will be based on their attendance record, performance on the Board and overall contribution.
15. The Board must not include an INED who has served on the Board as an INED for a period of nine years or more, as at the conclusion of the Company's annual general meeting that follows the end of the Director's nine-year tenure. LR 3.13A

Mechanism(s) to Ensure Independent Views ("Mechanism")

16. The Company has Mechanism(s) in place to ensure a strong independent element on the Board, which is key to an effective board. The Mechanism(s) cover the following aspects:
 - (a) INED's recruitment process;
 - (b) Number of INEDs and their time contribution;
 - (c) Assessment or evaluation of INEDs' contribution; and
 - (d) Other channels where independent views are available.B.1.3 of App C1
17. The Company will not grant equity-based remuneration with performance-related elements to INEDs as this may lead to bias in their decision-making and compromise their objectivity and independence. E.1.9 of App C1
18. The Nomination Committee will review the implementation and effectiveness of the Mechanism(s) on an annual basis and disclose the Mechanism(s) in the annual Corporate Governance Report. B.1.3 of App C1

Note 1. "Fit and proper person means one who is financially sound, competent, honest, reputable and reliable". Persons applying for licences and registrations under the Securities and Futures Ordinance, Cap. 571 ("SFO") must satisfy and continue to satisfy after the grant of such licences and registrations the Securities and Futures Commission that they are fit and proper persons to be so licensed or registered.