



東岳集團有限公司

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

**(Stock Code: 189)**

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

### **Terms of reference for Nomination Committee**

*(Revised and Adopted on 31 December 2025)*

#### **Definitions:**

For the purpose of these terms of reference (the “**Terms**”)

“**Board**” means the board of directors of the Company

“**Company Secretary**” means the company secretary of the Company

“**Directors**” means the members of the Board

“**Nomination Committee**” means the nomination committee established by the resolution of the Board in accordance with the Terms

“**Shareholders**” means the shareholders of the Company

#### **Constitution**

The Board has resolved to establish a committee of the Board to be known as Nomination Committee.

#### **Membership**

The members of the Nomination Committee shall be from time to time appointed by the Board and a majority of whom shall be independent non-executive Directors. A quorum shall be two members. The Company shall appoint at least one Director of a different gender to the Nomination Committee. The chairman of the Nomination Committee shall be chaired by the Chairman of the Board.

#### **Frequency and conduct of meetings**

The Committee shall meet as and when necessary or as requested by any member of the Nomination Committee. An agenda and accompanying papers should be sent in full to all members of the Nomination Committee in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members).

## **Annual General Meeting**

The chairman of the Nomination Committee shall, as far as practicable, attend the Company's annual general meetings and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

## **Authority**

The Nomination Committee is authorized by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee.

## **Duties**

The duties of the Nomination Committee shall include:

- (a) review the structure, size and composition (including the skills, knowledge, experience and diversity (including without limitation, gender, age, cultural and educational background)) 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;
- (b) 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;
- (c) assess the independence of independent non-executive Directors;
- (d) 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;
- (e) support the Company's regular evaluation of the Board's performance; and
- (f) review the policy concerning the diversity of the Board members and the measurable objectives that the Board has adopted for implementing the policy, and monitor the progress on achieving the objectives and make the relevant disclosure in the Corporate Governance Report.

## **Reporting Procedures**

Minutes of the Nomination Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

Without prejudice to the generality of the duties of the Nomination Committee set out in the Terms, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.