



## **GRAND BRILLIANCE GROUP HOLDINGS LIMITED**

### **君百延集團控股有限公司**

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

**(Stock Code: 8372)**

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **CONSTITUTION**

1. The board of directors (the “Board”) of Grand Brilliance Group Holdings Limited (the “Company”) has resolved to establish a Committee of the Board to be known as the Nomination Committee (the “Committee”) at a meeting held on 1 March 2018.

#### **MEMBERSHIP AND QUORUM**

2. The Committee must consist of a minimum of three members (the “Members”) and shall be appointed by the Board of the Company. The majority of the Committee members must be the independent non-executive directors of the Company (the “INED(s)").
3. The Committee shall have at least one member of a different gender.
4. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
5. The chairman of the Committee shall be the chairman of the Board or an INED, appointed by the Board.
6. Any Member shall not appoint any person by himself as his alternate to attend the meeting or to perform his duty.
7. The Board may by a separate resolution withdraw the appointment of the Members or the secretary of the Committee or appoint additional Members.

#### **SECRETARY**

8. The company secretary of the Company, or in his absence, his representative or a member of the Committee, shall act as the secretary of the Committee (the “Secretary”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

## FREQUENCY OF MEETINGS

9. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
10. The chairman of the Committee may convene additional meetings at his discretion.

## NOTICE AND PROCEDURES OF MEETINGS

11. Notice of any meetings shall be given to all Members at least three working days before the meeting, unless all Members unanimously waive such notice.
12. Any Member or the Secretary (on the request of the Member) may call a meeting at any time. The notice of meeting may be given either orally or in writing. If the notice is given orally, the content of the notice shall be confirmed in writing.
13. The notice of meeting shall state the date, time and venue of the meeting. An agenda together with any other documents which may be required to be considered by the Members shall also attach to the notice.
14. The Member may attend the meetings in person, by telephone or by video conference.
15. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
16. The chairman of the Board shall have the right to attend and speak at meeting of the Committee while others may be called upon or shall able to speak by prior arrangement with the chairman of the Committee.

## VOTE

17. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

## WRITTEN RESOLUTIONS

18. Resolutions of the Committee may be passed by all Members in writing.

## AUTHORITY

19. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.
20. The Committee should receive sufficient resources to perform its duties. Where necessary, the Committee is authorised by the Board to seek independent professional advice to perform its responsibilities, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable, at the Company's expense.

## DUTIES

21. The duties of the Committee shall include, but not be limited to the following:
  - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix and to make recommendations to the Board regarding any proposed changes to the Board to complement the corporate strategy of the Company;
  - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;
  - (c) to assess the independence of INEDs of the Company and review the independent non-executive directors' annual confirmations on their independence;
  - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company; and
  - (e) to support the Company's regular evaluation of the Board's performance.
22. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
  - (a) the process used for identifying the candidate and why the Board believes the candidate should be elected and the reasons why it considers the candidate to be independent;
  - (b) if the proposed INED will be holding their seventh (or more) listed company directorship, the reason the Board believes the candidate would still be able to devote sufficient time to the Board;
  - (c) the perspectives, skills and experience that the candidate can bring to the Board; and
  - (d) how the candidate can contribute to the diversity of the Board.
23. Implement and review the Board diversity policy of the Company (the "Board Diversity Policy"), as appropriate, recommend any revisions of the policy to the Board; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and disclose the Board Diversity Policy or a subsidiary of such policy, in particular, the measurable objectives that it has set for implementing the Board Diversity Policy and the progress on achieving these objectives and its review results in the Company's corporate governance report annually.

## REPORTING PROCEDURES

24. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
25. The Committee shall report to the Board of its findings, decisions and recommendations.
26. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.
27. Full minutes of the meetings of the Committee should be kept by the secretary of the Company, which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.

## ANNUAL GENERAL MEETING

28. The chairman of the Committee or another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' enquiries on the Committee's activities and their responsibilities.

## PUBLICATION OF TERMS OF REFERENCE

29. 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 websites of The Stock Exchange of Hong Kong Limited and the Company.

Amended on 1 July 2025