

Golden Throat Holdings Group Company Limited
金嚜子控股集團有限公司

Terms of Reference of
the Nomination Committee of the Board

(Adopted on 13 February 2015 and revised on 24 December 2025)

DEFINITIONS

In these terms of reference, unless the context otherwise requires, the following terms have the meanings set out below:

“Board”	means the Board of Directors of the Company;
“Committee”	means the Nomination Committee of the Board of the Company;
“Company”	means Golden Throat Holdings Group Company Limited;
“Directors”	means the directors of the Company, and “Director” means any one of them;
“Independent Non-executive Directors”	means non-executive Directors meeting the requirements of independence set out in the Listing Rules, and “Independent Non-executive Director” means any one of them; and
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

1 Establishment

The establishment and formation of the Committee has been approved by the Board. The authority and duties of the Committee are set out below.

2 Membership of the Committee

- 2.1 The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors, and shall have at least one director of a different gender.
- 2.2 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an Independent Non-executive Director.
- 2.3 The secretary of the Committee shall be the Company’s secretary or any person designated as such by the Committee from time to time.
- 2.4 The term of office of the members of the Committee shall be determined by the Board, and shall be subject to the provisions of the Articles of Association of the Company on retirement and re-election.

3 Proceedings

- 3.1 The quorum of a meeting of the Committee shall be two if there are two or more members and one if there is one member provided that such one member is the chairman of the Board and the business to be considered at the meeting is in relation to the nomination of candidates for appointment as director to fill up the casual vacancies that may be created by termination of office of directors who were previously members of the Committee.

- 3.2 The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. Meetings may be conducted by way of telephone.

4 Authority

- 4.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- 4.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate.

5 Duties

- 5.1 The duties of the Committee are:
- a) to review the structure, size and composition (including the skills, knowledge, experience and length of service) 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) 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;
 - d) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;
 - e) to review and monitor the training and continuous professional development of Directors and senior management; and
 - f) to support the Company's regular evaluation of the Board's performance.

6 Miscellaneous

- 6.1 Minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any Director.
- 6.2 The Committee shall report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.
- 6.3 The Committee may review and evaluate the adequacy of this terms of reference and recommend any proposed changes to the Board.