



## **MELBOURNE ENTERPRISES LIMITED**

**萬邦投資有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 158)

### **Terms of Reference of Nomination Committee**

#### **Membership**

1. Members of the Nomination Committee (the “Committee”) shall be appointed by the board of Directors of the Company (the “Board”). It shall consist of not less than three members.
2. The majority of the Committee members shall be independent non-executive Directors.
3. The Chairman of the Committee, who shall be the Chairman of the Board or an independent non-executive Director, shall be appointed by the Board.
4. The Company Secretary or such other person appointed by the Chairman of the Committee shall be the secretary of the Committee.

#### **Attendance at Meetings**

5. The Committee Chairman may invite any Board member or senior management of the Company or any other person to attend any of its meetings as the Committee Chairman may from time to time consider desirable to assist the Committee in the discharge of its responsibilities.

#### **Frequency of Meetings**

6. The Committee shall meet at least once a year and as otherwise required.

#### **Notice of Meetings**

7. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any member of the Committee.

#### **Quorum**

8. The quorum necessary for the transaction of business of the Committee shall be two.

#### **Minutes of Meetings**

9. Full minutes of the Committee meetings shall be kept by the secretary of the

Committee.

10. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records within a reasonable time after each meeting.

### **Authority**

11. The Committee shall be provided with sufficient resources to perform its duties.
12. The Committee is authorized by the Board:
  - (a) to carry out such related matters in accordance with its terms of reference;
  - (b) to obtain any information it requires from any employees of the Company and all the employees of the Company are required to co-operate with any request made by the Committee; and
  - (c) to seek legal or other independent professional advice, at the Company's expense, to perform its responsibilities, and such advisor(s) may attend meetings as necessary.

### **Duties**

13. The duties of the Committee shall include:-
  - (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity perspectives) 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 monitor the implementation of Board Diversity Policy, Nomination Policy and Workforce Diversity Policy and review such policies, as appropriate, to ensure their effectiveness;
  - (e) to 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;
  - (f) to support the Company's regular evaluation of the Board's performance;
  - (g) to assess each Director's time commitment and contribution to the Board, as well as Director's ability to discharge his or her responsibilities effectively;
  - (h) to give due consideration to applicable laws and regulations, including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"); and
  - (i) to consider any other matters specifically referred to the Committee by the

Board.

14. Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman of the Committee or any such other person designated by the Committee.

**Review**

15. The Committee shall periodically review the adequacy of these terms of reference and recommend to the Board any necessary changes.

**Publication of the Terms of Reference**

16. The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on both the Company's website and the website of the Stock Exchange.

Revised on 28 May 2025