



NAGACORP

金界控股有限公司

**NAGACORP LTD.**

**金界控股有限公司**

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

**(Stock code: 3918)**

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

### **Constitution**

1. The nomination committee (the “**Nomination Committee**”) is established as a committee of the board of directors (the “**Board**”) of NagaCorp Ltd. (the “**Company**”).

### **Objectives and Role**

2. The primary objective of the Nomination Committee is to assist the Board in ensuring a fair and transparent procedure for the appointment and re-appointment of directors to the Board and maintaining balance of skills, knowledge, experience and diversity of perspectives on the Board which are appropriate to the requirements of the business of the Company and its subsidiaries (collectively, the “**Group**”).

### **Membership**

3. The members of the Nomination Committee shall be appointed by the Board and shall consist of at least three members with at least one member of a different gender, a majority of whom shall be independent non-executive directors of the Company.
4. The chairman of the Nomination Committee (the “**NC Chairman**”) shall be appointed by the Board and should either be the chairman of the Board or an independent non-executive director of the Company.

### **Meetings**

5. The Nomination Committee shall meet at least twice a year and at such other times as the NC Chairman shall require, if necessary.

6. A quorum necessary for meetings of the Nomination Committee shall be two members present in person or by electronic means including telephone or video-conferencing of which all persons participating in the meeting can communicate with each other, and a majority vote of the members present shall represent an act of the Nomination Committee.
7. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Proceedings of meetings of the Nomination Committee shall be governed by the relevant provisions of the Articles of Association of the Company (the "**Articles**") so far as the same are applicable and are not superseded by any regulations imposed by the Board on the Nomination Committee in accordance with the Articles.

### **Notice of Meetings**

8. Meetings of the Nomination Committee shall be called by the NC Chairman or at the request of any member of the Nomination Committee.
9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Nomination Committee and any other person required to attend no fewer than three days prior to the date of the meeting.

### **Attendance at Meetings**

10. The Nomination Committee may request any director, any member of senior management or any other individual to attend its meeting as it considers appropriate.
11. The company secretary of the Company or his/her nominee shall be the secretary of the Nomination Committee (the "**Secretary**").

### **Authority**

12. The Nomination Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee in order to carry out its duties. All employees of the Group are directed to co-operate with any reasonable request made by the Nomination Committee.
13. The Company should provide the Nomination Committee sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its duties.

### **Duties**

14. In addition to any other responsibilities which may be assigned from time to time by the Board, the Nomination Committee shall assist the Board:

- (a) to review the structure, size, composition (including the skills, knowledge and experience) and diversity of perspectives of the Board at least annually, assist the Board in maintaining a board skill matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with due regards to the Board's diversity policy;
  - (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, based on merit and having due regard to the Board's diversity policy and other factors which are relevant to the Company;
  - (c) to assess the independence of independent non-executive directors, having regard to the relevant guidelines and requirements under the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in place from time to time;
  - (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive(s) of the Company to maintain a balance of skills, knowledge, experience and diversity of perspectives on the Board;
  - (e) to support the Company's regular evaluation of the Board's performance;
  - (f) to review the Board's diversity policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board's diversity policy, and monitor the progress on achieving the objectives; and
  - (g) to develop, review, implement and monitor, as appropriate, the nomination policy concerning the selection criteria and procedures for the appointment and re-appointment of directors and to make recommendations to the Board for consideration and approval.
15. In discharging its duties under these terms of reference, the Nomination Committee shall take into account relevant provisions of the Listing Rules and other factors that it deems necessary.

### **Reporting Procedures**

16. The Secretary shall circulate the minutes of meetings of the Nomination Committee to all members of the Board.

### **Publication of the Terms of Reference**

17. These terms of reference will be posted on the websites of the Company and the Stock Exchange.

27 June 2025