



六福集團(國際)有限公司

LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with Limited Liability)
Stock Code 股份代號 : 0590

(the “Company”)

NOMINATION COMMITTEE - TERMS OF REFERENCE

1. Constitution

- 1.1 Pursuant to a board meeting of the Company held on 28 November 2011, the board of directors (the “Board”) resolved to establish a committee of the Board to be known as the Nomination Committee (the “Committee”).

2. Membership

- 2.1 Members of the Committee (the “Members”) shall be appointed by the Board. The Committee shall be made up of at least five Members, with at least one Member of a different gender.
- 2.2 The Committee shall be chaired by the Chairman of the Board or an Independent Non-executive Director (“INED”) and comprises a majority of INEDs.
- 2.3 In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their numbers to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.
- 2.4 Only Members have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

3. Secretary

- 3.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be three Members comprising two INEDs and one Executive Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each Member and any other person required to attend, no later than three (3) days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, at the same time.

6. Meetings

- 6.1 The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.
- 6.2 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.3 Full minutes of the Committee should be kept by the Secretary of the Committee.
- 6.4 Draft and final versions of minutes of Committee meetings shall be circulated promptly to all Members for their comments and records within a reasonable period of time after the meetings.
- 6.5 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 6.6 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
- 6.7 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

7. Attendance at meetings

- 7.1 The Committee may, from time to time, invite the Chairman of the Board, Board members, Managing Director and/or other persons as may be considered by the Committee to be appropriate to attend all or any part of any meetings. However, only Members are entitled to vote at the meetings.

8. Annual General Meeting

- 8.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

9. Authority

- 9.1 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 9.2 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.

10. Duties

The Committee should perform the following duties:-

- 10.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity profile) 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, and in accordance with the Board Diversity Policy of the Company.
- 10.2 to comprehensively consider succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future.
- 10.3 to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorship. Sufficient biographical details of nominated candidates shall be provided to the Board to enable it to make an informed decision.
- 10.4 to assess the independence of INED.
- 10.5 to make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer.
- 10.6 to support the regular evaluation of the performance of the Board.
- 10.7 to review the Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendations on any proposed revisions to the Board.
- 10.8 to review and assess regularly the time commitment and contribution to the Board by each director as well as the director's ability to discharge his or her responsibilities effectively.
- 10.9 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity profile on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 10.9.1 use open advertising or the services of external advisers to facilitate the search;

- 10.9.2 consider candidates from a wide range of backgrounds; and
- 10.9.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- 10.10 keep under review the leadership needs of the Company, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace.
- 10.11 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- 10.12 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.
- 10.13 to make recommendations to the Board concerning:
 - 10.13.1 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
 - 10.13.2 the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive Officer, the recommendation for which would be considered at a meeting of the full board.

11. Reporting Responsibilities

- 11.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless prohibited by applicable laws and regulations.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Publication of the Terms of Reference

- 12.1 These terms of reference are posted on the respective websites of the Company and The Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

Revised on 26 June 2025