

Zhong Jia Guo Xin Holdings Company Limited
中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

**TERMS OF REFERENCE OF
THE NOMINATION COMMITTEE**

Zhong Jia Guo Xin Holdings Company Limited
中加國信控股股份有限公司
(the “Company”)

Terms of Reference of the Nomination Committee
Revised on 30 June 2025

1. Constitution

1.1 The board of directors (“**Directors**”) of the Company (the “**Board**”) resolved to establish a nomination committee (the “**Nomination Committee**”) on 28 November 2011.

2. Membership

2.1 Members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members and the majority of the members of the Nomination Committee shall be independent non-executive Directors.

2.2 The Board shall have the right to appoint and remove members of the Nomination Committee. The Board shall also have the right to appoint additional members to the Nomination Committee.

3. Chairman

3.1 The Board shall appoint a chairman (the “**Chairman**”) for the Nomination Committee.

3.2 In the absence of the Chairman at any meeting of the Nomination Committee, the remaining members of the Nomination Committee present at any meeting convened in accordance with these terms of reference shall elect among the remaining members of the Nomination Committee to act as the Chairman.

3.3 The Chairman may be removed at any time by the Board.

4. Secretary

4.1 The company secretary or his/her nominee shall act as the secretary of the Nomination Committee.

4.2 In the absence of the secretary of the Nomination Committee, the members of the Nomination Committee present at the meeting shall elect another person to act as the secretary.

5. Notice

- 5.1 Unless otherwise agreed in writing by all members of the Nomination Committee, a meeting of the Nomination Committee shall be called by at least seven days' notice.
- 5.2 A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the secretary to the Nomination Committee shall, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by telex or telegram or facsimile transmission or electronic mail at the telephone or facsimile or address or electronic mail address from time to time notified to the secretary by such member of the Nomination Committee by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 5.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with the meeting papers and other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting shall be sent in full to all members of the Nomination Committee in a timely manner and at least seven days before the intended date of a Nomination Committee meeting or such other period as agreed in writing by all members of the Nomination Committee.

6. Quorum

- 6.1 The quorum necessary for the transaction of business shall be two. No business shall be transacted at any meeting of the Nomination Committee unless a quorum of members is present at the time when the meeting proceeds to business.
- 6.2 The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 6.3 If only two members are present in any meeting of the Nomination Committee, at least one member must be an independent non-executive Director.
- 6.4 Other Directors who are not members of the Nomination Committee shall have the right to attend any meetings of the Nomination Committee, however they shall not be counted in the quorum.
- 6.5 A duly convened meeting of the Nomination 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 Nomination Committee.

7. Frequency of Meetings

- 7.1 Meeting of the Nomination Committee shall be held at least once a year and at such other times as the Chairman shall require.

8. Minutes of Meetings

- 8.1 Minutes of the Nomination Committee should record in sufficient detail regarding the matters considered by the Nomination Committee and decisions reached, including any concerns raised by any member of the Nomination Committee or dissenting views expressed. Drafts and final versions of minutes of the Nomination Committee meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
- 8.2 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be made available for inspection by any member of the Nomination Committee and any Director at any reasonable time and on reasonable notice.

9. Resolutions

- 9.1 Resolutions of the Nomination Committee shall be passed with a simple majority of votes.
- 9.2 Resolutions may be passed by all members of the Nomination Committee in writing.
- 9.3 Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.

10. Duties

- 10.1 The duties of the Nomination Committee shall include the following:

- (a) to ensure that the Board and its committees consist of Directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
- (b) to assist the Board in succession planning for the Board and senior management;
- (c) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the

Board regarding any proposed changes. When reviewing the structure, size and composition of the Board, the Nomination Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the policy on Board diversity (the “**Board Diversity Policy**”) adopted by the Company from time to time to achieve Board diversity and assist the Board in maintaining a board skills matrix;

- (d) to draw up, review and update, as appropriate, the Board Diversity Policy for the Board’s approval having due regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, review and update the objectives that the Board has set for implementing such policy;
- (e) to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board’s approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity, ensure at least one director of a different gender to the nomination committee and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Nomination Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objective;
- (f) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (g) to assess the independence of the independent non-executive Directors and any proposed independent non-executive Directors;
- (h) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors and senior management, in particular the chairman of the Board and the chief executive officer of the Company, taking into account all factors which the Nomination Committee considers appropriate including the challenges and opportunities facing the Company and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (i) to keep under review the leadership needs and leadership training and development

programmes of the Company, with a view to ensuring the continued ability of the Company to function effectively and compete in the market;

- (j) to evaluate the needs for, and monitor the training and development of, directors;
- (k) to develop the procedures for the performance evaluation of the Board committees:
 - (i) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - (ii) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable; and review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes.
- (l) to review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be accepted by the Board from time to time and to review the progress on achieving the objectives and make relevant disclosures of its review results in Corporate Governance Report of the Company annually;
- (m) to address and deal with such other matters as may be delegated by the Board to the Nomination Committee;
- (n) to assist the Board to develop the policy on diversity in the workforce (including senior management) and review the implementation and effectiveness of its policy on diversity in the workforce periodically and monitor progress towards the achievement of such; and
- (o) to support the Company's regular evaluation of the Board's performance; including its assessment of each Director's time commitment and contribution to the Board; as well as the director's ability to discharge his or her responsibilities effectively.

11. Reporting Procedures

11.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman shall report the findings and recommendations of the Nomination Committee

to the Board.

- 11.2 The Chairman, or in the absence of the Chairman, a member of the Nomination Committee or failing this his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions.

12. Authority

- 12.1 Management shall be obliged to supply to the Nomination Committee with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable.
- 12.2 The Nomination Committee shall have access to sufficient resources and is authorized by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to discharge its duties and all employees are directed to co-operate with any request made by the Nomination Committee.
- 12.3 In carrying out its duties, the Nomination Committee, if considered necessary, is authorized by the Board to obtain, at the Company's expense, expert advice from legal or other professional advisors.

13. Continuing applications of the articles of association of the Company

- 13.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Nomination Committee.

14. Powers of the Board

- 14.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke the provisions of this terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of the provisions of this terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such provisions or resolutions had not been amended or revoked.