

# PROSPERITY GROUP INTERNATIONAL LIMITED

恒昌集團國際有限公司

(the “Company”)

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

## TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(the “COMMITTEE”)

### 1. MEMBERSHIP

- 1.1 Members of the Committee shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company.
- 1.2 The Committee must consist of a minimum of three members and comprising a majority of independent non-executive directors (the “**INEDs**”).
- 1.3 At least one of the members of the Committee shall be of a different gender.

### 2. CHAIRMAN

- 2.1 The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

### 3. SECRETARY

- 3.1 The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

### 4. PROCEEDINGS OF THE COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

#### 4.1 Quorum

- 4.1.1 The quorum for meetings of the Committee shall be two members, at least one of whom shall be an INED.

#### 4.2 Frequency of meetings

- 4.2.1 The Committee shall hold at least one regular meeting a year. Additional meetings of the Committee may be held as and when required.

### **4.3 Attendance at meetings**

- 4.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 4.3.2 The other Directors, Company Secretary (or his/her delegate(s)), human resources officer(s) and relevant senior management and person(s) invited by a Committee member may attend meetings of the Committee from time to time where the Committee considers their presence necessary or appropriate to assist the Committee to perform its duties.

### **4.4 Notice of meetings**

- 4.4.1 A meeting of the Committee may be convened by any of its members through the Company Secretary.
- 4.4.2 Unless otherwise agreed by all the members of the Committee, notice (containing details of the venue, date and time of the meeting) of at least fourteen (14) days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
- 4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least three (3) days before the date of the meeting (or such other period as the members may agree).

### **4.5 Minutes of meetings**

- 4.5.1 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and record within a reasonable time before and after the meetings (as the case may be).
- 4.5.2 Minutes of the Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

### **4.6 Written resolutions**

- 4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a written resolution may be passed and adopted by all members of the Committee.

## 5. PRINCIPLES

In carrying out its responsibilities, the Committee should give adequate consideration to the following principles:

- 5.1 The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Company. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including INEDs) so that there is a strong independent element on the Board, which can effectively exercise independent judgment. Non-executive Directors should be of sufficient caliber and number for their views to carry weight.
- 5.2 There should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.

## 6. RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

- 6.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 of the Listing Rules (as amended from time to time).
- 6.2 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
  - (a) to review the structure, size and composition (including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge 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, with due regard to the board diversity policy (the “**Board Diversity Policy**”) of the Company;
  - (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 the INEDs;
  - (d) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of the Company;
  - (e) support the Company’s regular evaluation of the Board’s performance;

- (f) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (g) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by law;
- (h) to monitor the implementation of the Board Diversity Policy and review such policy, as appropriate, to ensure the effectiveness of such policy and to recommend any revisions of the Board Diversity Policy to the Board;
- (i) to disclose the Board Diversity Policy or a summary thereof in the corporate governance report of the Company annually, including any measurable objectives that it has set for implementing the Board Diversity Policy and progress on achieving those objectives;
- (j) to develop, review and disclose the policy for nomination of directors (the “**Nomination Policy**”), as appropriate, in the Company’s corporate governance report annually. The Nomination Policy shall set out, inter alia, the nomination procedures, process and criteria to select and recommend candidates for directorship; and
- (k) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (a) the process used for identify the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (c) the perspectives, skills and experience that the individual can bring to the board; and (d) how the individual contributes to diversity of the board.

6.3 The Committee shall be provided with sufficient resources to perform its duties and shall seek, at the Company’s expense, independent professional advice to perform its responsibilities if necessary. The Committee shall have the sole authority to approve all reasonable related fees and terms of engagement.

6.4 All members of the Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company’s senior management for obtaining necessary information.

## 7. REPORTING RESPONSIBILITIES

7.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

## **8. ANNUAL GENERAL MEETING**

- 8.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting (the “**Annual General Meeting**”) of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee’s work and responsibilities.

## **9. AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS**

- 9.1 The Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers appropriate to the Board for approval.
- 9.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.
- 9.3 The Committee shall make available these terms by publishing them on the websites of the Stock Exchange of Hong Kong Limited and the Company.

(Revised and adopted on July 2025)

*Note:* If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.