

# **EDICO Holdings Limited**

**鉅京控股有限公司\***

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

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## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

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Adopted by resolution of the Board of Directors on 16th January 2018

(Revised with effect from 31st July 2025)

\* *For identification purpose only*

**EDICO Holdings Limited**  
**鉅京控股有限公司\***  
(the “Company”)

**Terms of Reference of the Nomination Committee**  
**(the “Committee”)**

**Membership**

1. The Committee shall consist of three members appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company, majority of whom shall be independent non-executive Directors. The Committee shall comprise at least one member of a different gender. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited from time to time.
2. The chairman of the Committee shall be any one of the members of the Committee who is an independent non-executive Director or the chairman of the Board.

**Frequency and proceedings of meetings**

3. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
4. In addition, the Committee’s chairman may convene additional meetings at his discretion.
5. The quorum of a meeting shall be two Committee members.
6. Proceedings of the Committee’s meetings shall be governed by article 117 and article 118 of the articles of association of the Company or any other applicable regulations as may be considered appropriate and/or adopted by the Company from time to time.

**Duties, powers and functions**

7. The Committee shall:
  - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
  - (b) without prejudice to the generality of the foregoing:
    - (i) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, 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 implement the Company’s corporate strategy;

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- (ii) identify individuals suitably qualified to become board members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships for the Board's approval;
- (iii) assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report (the "**Corporate Governance Report**") in the Annual Report of the Company;
- (iv) regularly review the time required from a Director to perform his responsibilities;
- (v) review the Board Diversity Policy and review the measurable objectives (e.g. numerical targets and timelines) that the Board has set for the promotion of gender diversity on its Board and the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve gender diversity; and make disclosure of its review results in the Corporate Governance Report annually;
- (vi) review succession planning for the chairman of the Board, the chief executive as well as the senior management of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- (vii) support the Company's regular evaluation of the Board's performance
- (viii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (ix) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulation.

8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

### **Reporting procedures**

9. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

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