

# **KADER HOLDINGS COMPANY LIMITED**

## **NOMINATION COMMITTEE TERMS OF REFERENCE**

The Board of Directors (the “Board”) of Kader Holdings Company Limited (the “Company”) hereby constitutes and establishes a nomination committee (the “Committee”) with authority, responsibilities and duties as described below.

### **Membership**

The members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three members and a majority of whom should be independent non-executive directors. At least one member must be of a different gender. A quorum shall be two members and one of whom must be independent non-executive directors. The Chairman of the Committee shall be appointed by the Board and should be the Chairman of the Board or an Independent Non-executive Director.

### **Authority**

The Committee is authorized by the Board to undertake any activity within its terms of reference and to obtain outside legal or other independent professional advice if necessary. The Company shall provide the Committee with sufficient resources to perform its duties.

### **Meetings**

The Committee shall meet at least once a year. Additional meetings should be held as the Committee deems fit.

### **Annual General Meeting**

The Committee Chairman, or in his absence, another member of the Committee or failing this, his duly appointed delegate shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder’s questions on the Nomination Committee’s activities.

## **Reporting and Minutes**

The Committee shall report to the Board on their recommendations and/or decisions.

The Company Secretary of the Company shall be the secretary of the Committee and prepare minutes of the meeting of the Committee and send the same to all members of the Committee for their comments within a reasonable time after the meeting. Upon receipt of the comments (if any) from members of the Committee, the secretary of the Committee shall finalize the minutes and send the same within a reasonable time to every member of the Committee and to all other members of the Board for their records.

## **Duties**

The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) 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;
- (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 independent non-executive directors;
- (d) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive;
- (f) to support the regular evaluation of the performance of the Board; and
- (g) to review the Nomination Policy, the nomination procedures, process and criteria adopted to select and recommend candidates for directorship, and make disclosure of its work performed in the Corporate Governance Report annually.

## **Other Matters**

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:

1. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
2. 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;
3. the perspectives, skills and experience that the individual can bring to the Board; and
4. how the individual contributes to diversity of the Board.

Adopted on : 29th March 2012

Revised on : 28th August 2013

Revised on : 31st May 2019

Revised on : 24th June 2025

# 開達集團有限公司

## 提名委員會 職權範圍

開達集團有限公司(「本公司」)董事會(「董事會」)謹此成立提名委員會(「委員會」)，其授權、責任及職權載於下文。

### 成員

委員會成員須由董事會於本公司董事中委任。委員會須由不少於三名成員組成，並以獨立非執行董事佔大多數。至少一名成員須為不同性別。法定人數須為兩名成員，其中一人必須為獨立非執行董事。委員會主席須由董事會委任，並應由董事會主席或獨立非執行董事擔任。

### 授權

委員會獲董事會授權進行其職權範圍內的任何事務及可於有需要時向外尋求法律或其他獨立專業意見。本公司會向委員會提供充足資源以使其履行職責。

### 會議

委員會須至少每年舉行一次會議。亦可於委員會視為適當時舉行額外會議。

### 股東週年大會

委員會主席或(倘缺席)委員會另一成員或(倘未克出席)獲其正式委任的代表須出席本公司股東週年大會，並準備回應任何股東就提名委員會的事務所作出的提問。

## 滙報及會議紀錄

委員會須向董事會滙報其建議及/或決定。

委員會秘書由本公司的公司秘書擔任，以製備委員會的會議紀錄，並在會議後合理時間內送交全體委員會成員以供審閱。當收到委員會成員的意見(如有)後，委員會秘書須定稿並在合理時間內送交每名委員會成員及董事會所有其他成員以供存檔。

## 職責

委員會的職責包括：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，協助董事會制定董事會技能矩陣，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事的獨立性；
- (d) 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告書》內披露檢討結果；
- (e) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；
- (f) 支援定期評估董事會的表現；及
- (g) 檢討提名政策，甄選及推薦董事候選人採納的提名程序、流程及準則；以及每年在《企業管治報告書》內披露所進行工作。

## 其他事項

若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明：

1. 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
2. 如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
3. 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
4. 該名人士如何促進董事會成員多元化。

於二零一二年三月二十九日採納

於二零一三年八月二十八日修訂

於二零一九年五月三十一日修訂

於二零二五年六月二十四日修訂