



GOLDEN LEAF INTERNATIONAL GROUP LIMITED

金葉國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8549)

(the “**Company**”, together with its subsidiaries, the “**Group**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY

1. CONSTITUTION

The board of directors of the Company (the “**Board**”) resolved to establish a nomination committee of the Board (the “**Nomination Committee**”) on 22 September 2025, with effect from the listing date of the Company, and adopt the terms of reference as prescribed below. The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

2. MEMBERSHIP

- 2.1 The Nomination Committee shall be appointed by the Board from among the directors of the Company on such terms of appointment determined by the Board, and shall consist of not less than three (3) members. At least one member of the Nomination Committee should be of a different gender.
- 2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors.
- 2.3 The Board shall appoint one member of the Nomination Committee as the chairman of the Nomination Committee (the “**Chairman**”), who must be the chairman of the Board or an independent non-executive director. In the absence of the Chairman, the remaining members of the Nomination Committee present shall appoint one of the remaining members to act as chairman of the Nomination Committee meeting.
- 2.4 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.

- 2.5 The appointment of the member of the Nomination Committee shall be automatically revoked if such member ceases to be a member of the Board.

3. RESPONSIBILITIES AND DUTIES

- 3.1 The Nomination Committee is appointed by the Board with a view to identify, consider and recommend appropriate candidates to the Board to serve as directors of the Company, to oversee the process for evaluating the performance of the Board, to develop and recommend nomination guidelines to the Board, to carry out its responsibilities and duties as set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 of the GEM Listing Rules, and to perform other duties and responsibilities as assigned by the Board and as required by the GEM Listing Rules from time to time.
- 3.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee shall include the followings:
- (a) to review the structure, size and composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, required expertise, skills, knowledge and length of services) 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**”) adopted by the Company from time to time to achieve Board diversity;
 - (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 and review the independent non-executive directors’ annual confirmations on their independence, and to make disclosure of its review results in the corporate governance report;
 - (d) 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 of the Company;

- (e) to monitor the implementation of the Board Diversity Policy and workforce diversity policy adopted by the Company from time to time, as well as gender diversity goals, and to review such policies from time to time and at least annually, to ensure the effectiveness of Board Diversity Policy by reviewing the progress toward measurable objectives for the implementation of the Board Diversity Policy, and to make relevant disclosures in the corporate governance report annually;
- (f) to support the Company's regular evaluation of the Board's performance;
- (g) review and assess each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of listed issuers and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience and the factors as required by the GEM Listing Rules;
- (h) where an independent non-executive director has served more than nine years on the Board, to discuss such director's further appointment (if applicable) and to detail to the Board and shareholders the factors considered by, the process and the discussion of the Nomination Committee in determining that such director is still independent and should be re-elected;
- (i) determining the policy for the nomination of Directors (the "**Nomination Policy**") and the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship during the year, and to make any relevant disclosure in the corporate governance report;
- (j) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
- (k) 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 the GEM Listing Rules or applicable law; and
- (l) to consider other topics, as determined and assigned by the Board from time to time or otherwise required by the GEM Listing Rules from time to time.

4. AUTHORITIES

- 4.1 The Nomination Committee is granted the authority to investigate any activity within its terms of reference and all employees and directors of the Company are directed to cooperate as requested by members of the Nomination Committee.
- 4.2 The Nomination Committee is authorized by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice as necessary to assist the Nomination Committee on performing such functions and duties within its terms of reference and shall be provided with sufficient resources to perform its functions and duties.

5. REPORTING RESPONSIBILITIES

- 5.1 The Nomination Committee shall report 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). 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.
- 5.2 The Nomination Committee's recommendations on nomination will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary of the Company.
- 5.3 Recommendations on nomination shall be supported by the resume in respect of the individuals concerned.

6. MEETINGS

- 6.1 Unless otherwise specified hereunder, the provisions contained in the articles of association of the Company (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.
- 6.2 The Nomination Committee shall meet at least once a year.
- 6.3 The Board or any members of the Nomination Committee may request a meeting if they consider that one is necessary and upon the receipt of such request, the secretary of the Nomination Committee shall convene such meeting as soon as reasonably practicable.

7. ATTENDANCE

- 7.1 The quorum for a meeting of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive director. 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.
- 7.2 Where the Nomination Committee considers necessary or desirable to assist the Nomination Committee in the performance of its duties, the Chairman may invite other directors of the Board, human resources officer and/or relevant senior management or staffs responsible for the human resources function to be present at meetings of the Nomination Committee.
- 7.3 Members of the Nomination Committee may participate in a meeting of the Nomination Committee in person or by way of telephone conference or similar electronic communications means or in such other manner as the members may agree, as long as all participants can communicate simultaneously with each other in the meeting, and participation in a meeting pursuant to this provision shall constitute attendance in person at such meeting of the Nomination Committee.
- 7.4 Only the members of the Nomination Committee can vote in the meeting of the Nomination Committee.

8. NOTICE OF MEETINGS

- 8.1 Notice of at least seven (7) days shall be given for regular meetings of the Nomination Committee, unless such notification period requirement is waived by all members of the Nomination Committee. For all other meetings of the Nomination Committee, reasonable notice shall be given.
- 8.2 Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed as a waiver of the notification period requirement, and where a quorum is present at such meeting, the meeting is deemed as duly convened and the members present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Nomination Committee.
- 8.3 The agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least three (3) days before the date of the meeting or such other period as the members may agree.

9. SECRETARY

- 9.1 The company secretary of the Company or his/her nominee shall act as the secretary of the Nomination Committee.
- 9.2 The Board may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

10. NOMINATION COMMITTEE'S RESOLUTIONS

- 10.1 Resolutions of the Nomination Committee shall be passed by a majority of votes of the members of the Nomination Committee who attended the meeting. Each member shall have one voting right. In the case of an equality of votes, the chairman of the Nomination Committee meeting shall have a second or casting vote.
- 10.2 A resolution in writing signed by all members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Such written resolution may be signed in counterparts and circulated by fax, email, or any other electronic communication means.

11. MINUTES AND RECORDS

- 11.1 Full minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee, and draft and final versions of minutes of the meetings shall be sent to all members of the Nomination Committee for their comments and records within a reasonable time after the meeting.
- 11.2 The secretary of the Nomination Committee shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.
- 11.3 Full minutes of the meetings of the Nomination Committee shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on prior reasonable notice.

12. GENERAL

- 12.1 The Nomination Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference on an annual basis (or from time to time) and recommend any proposed changes to the Board. These terms of reference shall be updated and revised as and when necessary, in light of changes in regulatory requirements and other changes in circumstances.
- 12.2 The Nomination Committee shall make available these terms of reference to the public by publishing them on the Stock Exchange's website and the Company's website.

13. ANNUAL GENERAL MEETING

The Chairman or in his/her absence, another member of the Nomination Committee, shall attend the annual general meeting of the Company and handle shareholders' enquiries on the activities and responsibilities related to the Nomination Committee.

Remarks:

1. *For the purpose of these terms of reference, "senior management" refers to the same persons referred to in the Company's annual report and is required to be disclosed under GEM Listing Rule 18.39, as such rule may be amended from time to time.*
2. *If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.*