

LONGHUI INTERNATIONAL HOLDINGS LIMITED

龍輝國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1007)

(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. MEMBERSHIP

- (a) The nomination committee of the Company (hereinafter referred to as the “**Committee**”) shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) and shall consist of a majority of independent non-executive Directors (the “**INED(s)**”) of the Company and 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 The Stock Exchange of Hong Kong Limited as amended (the “**Listing Rules**”) from time to time.
- (b) The chairman of the Committee shall be the Chairman of the Board or an INED and a member of the Committee appointed by the Board.

2. ATTENDANCE AT MEETING

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.
- (b) At all times the Chairman of the Board shall be notified in advance of all meetings of the Committee.
- (c) The company secretary shall be the secretary of the Committee who should attend all meetings of the Committee.
- (d) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

3. FREQUENCY OF MEETINGS

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.

4. COMMITTEE'S RESOLUTIONS

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

5. AUTHORITIES

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference of the Committee.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary to perform its duties.
- (c) The authority of the Committee should be provided upon request from the shareholders of the Company and the role of the Committee should be explained in the corporate governance report in the Annual Report of the Company.
- (d) The Committee shall be provided with sufficient resources to perform its duties.

6. GENERAL RESPONSIBILITIES

- (a) The Committee shall ensure Board recruitment is according to the Company's agreed strategic priorities and uphold a boardroom which achieves the right balance between challenge and teamwork, and fresh input and thinking, while maintaining a cohesive Board.
- (b) The Committee shall fulfill other responsibilities as required by the Listing Rules from time to time.

7. DUTIES

The duties of the Committee shall include at least:

- (a) to review the structure, size, composition and diversity (including without limitation, 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;
- (b) 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. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of INEDs having regards to the requirements under the Listing Rules;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
- (e) to determine the policy, procedures and criteria for the nomination of Directors;
- (f) to do any such things to enable the Committee to perform 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 the Listing Rules or applicable law;
- (h) to review and assess regularly the time commitment and contribution to the Board by each director as well as the Director's ability to discharge his or her responsibilities effectively;
- (i) to support the Company's regular evaluation of the Board's performance; and
- (j) to review the diversity policy of the Board, as appropriate, to review the measurable objectives that the Board has set for implementing the diversity policy of the Board and the progress of achieving the objectives, and to make disclosure of its review results in the corporate governance report annually.

8. REPORTING PROCEDURES

- (a) The Committee shall report its findings, recommendations and decisions to the Committee.
- (b) Full minutes/resolutions in writing of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the Committee meetings shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.

9. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

- (a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.
- (b) Any amendment to these terms of reference shall be by way of resolution of the Board and shall be in full compliance with the Listing Rules and any other regulatory requirements.

Last update: 30 June 2025