



# **KECK SENG INVESTMENTS (HONG KONG) LIMITED**

## **激成投資 ( 香港 ) 有限公司**

*(Incorporated in Hong Kong with limited liability)*

Website: [www.keckseng.com.hk](http://www.keckseng.com.hk)

(Stock Code: 184)

### **NOMINATION COMMITTEE**

#### **TERMS OF REFERENCE**

**(Updated on 26 August 2025)**

#### **1. Composition**

- 1.1 The members of the Nomination Committee (“Nomination Committee”) shall be appointed by the board of directors (“Board”) of Keck Seng Investments (Hong Kong) Limited (“Company”).
- 1.2 The majority of the Members shall be independent non-executive directors (hereinafter referred to as “INEDs”) of the Company, with at least one member of a different gender.
- 1.3 The chairman of the Nomination Committee (“Chairman”) shall be appointed by the Board and must be the chairman of the Board or an INED of the Company.

#### **2. Meetings**

- 2.1 Meetings will be called by the Chairman, and held as and when necessary in order to conduct its business in accordance with the terms of reference herein.
- 2.2 Full minutes of the Nomination Committee meetings should be kept by the company secretary of the Company. Draft and final versions of minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meeting.
- 2.3 Quorum for the meetings of the Nomination Committee shall be any two Members, at least one of whom must be an INED.
- 2.4 Unless otherwise specified in the terms of reference herein, the provisions contained in the Company's articles of association for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

### **3. Resources**

- 3.1 The Company shall supply adequate resources to the Nomination Committee in order for the Nomination Committee to discharge its duties and obligations in accordance with the duties stated herein.

### **4. Professional advice**

- 4.1 The Nomination Committee shall have access to professional advice. The Company shall pay for professional advice if such advice is reasonably requested by the Nomination Committee in order for the Nomination Committee to reasonably discharge its duties and obligations in accordance with the terms of reference herein.

### **5. Duties**

The duties of the Nomination Committee shall be:

- 5.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assisting the board in maintaining a board skills matrix, and making recommendations on any proposed changes to the board to complement the Company's corporate strategy;
- 5.2 identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
- 5.3 assessing the independence of INEDs;
- 5.4 making 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;
- 5.5 making recommendations to the Board on the membership of Board committees in consultation with the chairman of the Board and the chairman of such committee, as appropriate;
- 5.6 making recommendations to the Board on any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to any applicable laws and their service contracts;
- 5.7 reviewing and assessing 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;
- 5.8 to support the regular evaluation of the performance of the Board; and
- 5.9 exercising such other powers, authorities and discretions, and performing such other duties, of the directors in relation to the nomination of Directors as the Board may from time-to-time delegate to it, having regard to the Corporate Governance Code.

## **6. Reporting procedures**

- 6.1 The Nomination Committee shall report to the Board on a regular basis and keep the Board fully informed of its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

## **7. Annual General Meeting**

- 7.1 The Chairman of the Committee or in his/her absence, another Member or the Chairman's duly appointed delegate, shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Committee's activities.

## **8. Publication of the terms of reference of the Nomination Committee**

- 8.1 These terms of reference of the Nomination Committee shall be published on the website of the Company and that of the Stock Exchange of Hong Kong Limited.

Note:

This document has both Chinese and English versions. In case of any discrepancy, the English version shall prevail.