

# **Casablanca Group Limited**

(the "**Company**")

## **Nomination Committee Terms of Reference**

### **1. CONSTITUTION**

The board of directors of the Company (the "**Board**") hereby constitutes and established a nomination committee (the "**Nomination Committee**") with the authority, responsibility, and specific duties as described below.

### **2. MEMBERSHIP**

2.1 The Nomination Committee shall be appointed by the Board and shall consist of not less than three (3) members, of whom at least one shall be a different gender.

2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors.

2.3 The members of the Nomination Committee (the "**Members**") shall appoint its chairman who must be the chairman of the Board or an independent non-executive director. A quorum shall be two (2) Members of whom at least one shall be an independent non-executive director.

### **3. RESPONSIBILITY**

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

### **4. AUTHORITY**

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorised by the Board to obtain legal or other independent professional advice as necessary, at the Company's expense, to assist the Nomination Committee and shall be provided with sufficient resources by the Company to perform its duties.

## 5. DUTIES

### 5.1 The duties of the Nomination Committee include:

- (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, with due regard for the benefits of diversity of the Board;
- (c) to assess the independence of independent non-executive directors, in that the Nomination Committee should always have in mind the factors set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
- (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 chief executives;
- (e) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
- (f) to review the Board diversity policy as appropriate and make recommendations on any required changes to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the corporate governance report;
- (g) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Nomination Committee to identify, select and recommend candidates for directorship, and to review periodically and disclose in the corporate governance report annually and the progress made towards achieving the objectives set out in the policy. The Nomination Committee should ensure that the selection process is transparent and fair, and that it considers a board range of candidates who are outside the Board's circle of contacts and in accordance with the Company's Board diversity policy;

- (h) to review and assess regularly, and to disclose in the corporate governance report annually, 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, taking into account professional qualifications and work experience, existing directorship(s) of issuer(s) listed on the Stock Exchange 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
- (i) to support the Company's regular evaluation of the Board's performance.

## **6. FREQUENCY OF MEETINGS**

- 6.1 The Nomination Committee shall meet at least once annually.
- 6.2 Additional meetings shall be held if circumstances require.

## **7. ATTENDANCE**

- 7.1 As necessary or desirable, the chairman of the Nomination Committee may request that members of management be present at meetings of the Nomination Committee. Other directors of the Board shall also have the right of attendance.
- 7.2 Meetings can be held as a physical meeting or by way of electronic means of communications.

## **8. SECRETARY**

The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the Members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

## **9. MINUTES AND WRITTEN RESOLUTIONS**

- 9.1 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.

9.2 A resolution in writing signed by all Members shall be valid and effective as if it had been passed at a meeting of the Nomination Committee. Any such resolution may be contained in a single document or may consist of several documents in like form each signed by one or more of the Members and the resolution may be signed and circulated by fax, email or other electronic communications.

9.3 The Company Secretary shall circulate the minutes of meetings or the signed written resolutions of the Nomination Committee to all directors of the Board.

## **10. ANNUAL GENERAL MEETING**

The chairman of the Nomination Committee or in his absence, another Member of the Nomination Committee shall, as far as practicable, attend the annual general meeting of the Company and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

## **11. GENERAL**

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Stock Exchange and the website of the Company.

(Updated with effect from 30 June 2025)