



Plus Group Holdings Inc.
普樂師集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(the “Company”)

THE NOMINATION COMMITTEE
TERMS OF REFERENCE

These terms of reference of the Nomination Committee of the Company (the “**Committee**”) have been prepared based on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Exchange**” respectively).

Composition

1. The Committee is established by the board (the “**Board**”) of directors of the Company (the “**Directors**”) according to the articles of association of the Company (the “**Articles of Association**”) and the establishment would be effective on 4 April 2023.

Membership

2. The Committee shall be appointed by the Board and shall consist of not less than three (including three) members, a majority of whom should be independent non-executive directors of the Company (the “**INEDs**”).
3. The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.
4. The Chairman of the Committee shall be elected by the Board and shall be the Chairman of the Board (if any) or an INED.
5. The Secretary (as defined in the Articles of Association) of the Company shall be the secretary of the Committee.

Frequency of Meetings

6. Unless otherwise stated herein, the meetings are governed by the provisions contained in the Company’s Articles of Association for regulating the meeting and proceedings of Directors. Meetings should be held as and when necessary.

7. An agenda and accompanying board papers should be sent in full to all Directors in a timely manner and at least two days before the intended date of a meeting of the Committee (or other agreed period).
8. The management of the Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the management.

Attendance at Meetings

9. A quorum of a meeting shall be two members of the Committee.
10. The secretary of the Committee shall attend all meetings.
11. Any members of the Committee or other attendees may participate in a meeting of the Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

Committee's Resolutions

12. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
13. A resolution in writing signed by all eligible members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

Authority

14. The Committee is authorised by the Board to be provided with sufficient resources to enable it to perform its duties, including, where necessary, seeking independent professional advice, at the Company's expense, to perform its responsibilities.
15. The Committee should seek independent professional advice to perform its responsibilities, at the Company's expense, if it considers necessary, provided that such expenses are reasonable and have been confirmed by the Company.

Duties

16. The Committee shall have the following duties under delegation from the Board:

- (a) to review the structure, size and composition (but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge, experience and length of service) of the Board at least annually 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 individual(s) nominated for directorship(s);
- (c) to assess the independence of INEDs on an annual basis upon receipt and review of a written confirmation from each of the INEDs in respect of his or her independence pursuant to Rule 3.13 of 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 (if any) and the chief executive;
- (e) to review the nomination policy and to ensure disclosure of the same in the Corporate Governance Report, including the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidate(s) for directorship;
- (f) to review the board diversity policy periodically and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and
- (g) to ensure disclosure will be made in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the general meeting:
 - (i) 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;
 - (ii) if the proposed INED 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;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and

(iv) how the individual contributes to diversity of the Board.

Reporting Procedures

17. Full minutes and written resolutions should be kept by the secretary of the Committee. Minutes of meetings of the Committee should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Directors, members or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Committee members respectively for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.
18. At the next meeting of the Board following a meeting/written resolution of the Committee, copy of the minutes of the meeting/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.
19. Without prejudice to the generality of the duties of the Committee set out above, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so.

Availability and Update of the Terms of Reference

20. 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. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the same on the websites of the Exchange and the Company.