江山控股
KongSun Holdings

KONG SUN HOLDINGS LIMITED
江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

(the "Company")

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE
(the "Committee")

(Adopted by the Board on 27 March 2012 and revised by the Board on 18 July 2025)

1 Membership

1.1 The members of the Committee (the "**Member(s)**") shall be appointed by the board (the "**Board**") of directors (the "**Director(s)**") of the Company and must consist of a minimum of three Members. At least one Member should be of a different gender.

1.2 The majority of the Members shall be independent non-executive Directors.

1.3 The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director.

1.4 The company secretary of the Company shall be the secretary of the Committee (the "**Secretary**").

1.5 The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

1.6 The appointment of the Members may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Member shall be automatically revoked if such Member ceases to be a member of the Board.

2 Meetings

2.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.

2.2 Notice of any meetings has to be given a reasonable time prior to any such meeting being held, unless all Members unanimously waive such notice. Notice shall be given to each Member in person orally or in writing or by telephone or by email or by facsimile transmission. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

2.3 The quorum of the Committee meeting shall be any two Members.

2.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

2.5 Resolutions of the Committee at any meeting shall be passed by a majority of the Members present.

2.6 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 duly convened and held.

2.7 Minutes of Committee meetings shall be kept by the Secretary. Draft and final version of minutes shall be circulated to all Members for their comment and records within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

3 Authority

3.1 The Committee shall be provided with sufficient resources to perform its duties.

3.2 The Committee may seek independent professional advice at the Company's expense to perform its duties.

4 Responsibility, powers and discretion

4.1 The Committee shall have the following responsibilities, powers and discretion:

(a) to review the structure, size and composition (including without limitation, gender, age, cultural and educational 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 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;

(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;

(e) to review the board diversity policy, as appropriate; and make disclosure of its review results in the Company's corporate governance report annually;

(f) to support the Company's regular evaluation of the Board's performance;

(g) to 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 issuers listed on The Stock Exchange of Hong Kong Limited (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

(h) to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") from time to time.

5 Reporting Responsibilities

5.1 The Secretary shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all Directors.

6 Power of the Board

6.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or, if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

7 Publication of the terms of reference of the Committee

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