KWAN YONG HOLDINGS LIMITED
光榮建築控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9998)

(the "Company")

NOMINATION COMMITTEE – TERMS OF REFERENCE

Approved by the board of directors of the Company (the "**Board**") on 25 September 2025.

1 MEMBERSHIP

1.1 The Nomination Committee (the "**Committee**") shall comprise not less than three Directors appointed by the Board from time to time. The majority of the members of the Committee shall be Independent Non-executive Directors of the Company. The Board should appoint at least one director of a different gender to the Committee.

1.2 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an Independent Non-executive Director of the Company.

1.3 The term of office of a member of the Committee shall be determined by the Board. The appointment of the members of the Committee may be revoked by the Board. An appointment of a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

1.4 Saves as otherwise appointed by the Committee, the Company Secretary shall be the secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary of the Committee.

1.5 Each member shall disclose to the Committee:

(i) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or

(ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

2 FREQUENCY AND PROCEEDINGS OF MEETINGS

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

2.1 Attendance at Meetings

(i) Only Committee members have a right to attend Committee meetings. The other Directors and any person whom the Chairman of the Committee considers appropriate may be invited to attend meetings of the Committee. However, they cannot be counted towards the quorum and to vote for any matter to be resolved by the Committee.

(ii) Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participating in such a meeting shall constitute presence in person at such meeting.

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

2.3 Meetings of the Committee shall be summoned by the Chairman of the Committee or by the secretary of the Committee at the request of any Committee member.

2.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, the Chief Executive Officer of the Company, the Chief Financial Officer of the Company, any other person required to attend and all other Executive and Non-executive Directors of the Company, at least five working days prior to the date of the meeting.

2.5 The Chairman of the Committee shall chair the meetings of the Committee. In the absence of the Chairman, the Committee members present at the meeting shall elect one amongst themselves to chair the meeting.

2.6 The quorum of a meeting shall be two members of the Committee and one of them must be an Independent Non-executive Director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

2.7 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee. In the case of equality of votes, the Chairman of the meeting shall have a casting vote.

2.8 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions. A resolution in writing signed by all the Committee Members 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(1) or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

3 DUTIES, POWERS AND FUNCTIONS

The Committee shall –

(a) review the structure, size and composition (including the skills, knowledge, experience, qualifications, gender, age, cultural and education background, length of service, independence and diversity of perspectives) 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 review the policy on Board diversity (the "**Board Diversity Policy**") and the policy on diversity in the Company's workforce (including senior management) (the "**Workforce Diversity Policy**") and their implementation and effectiveness and reviewing the measurable objectives for implementing the Board Diversity Policy and Workforce Diversity Policy (as the case may be) as may be adopted by the Board from time to time and to review and monitor the progress on achieving the objectives; and to make disclosures of its review results in the annual report of the Company annually;

(c) to develop, review and implement, as appropriate, the policy of the nomination of Directors (the "**Board Nomination Policy**") for the Board's consideration and approval, which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose in the Company's corporate governance report annually and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;

(d) 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, having due regards to the Board Diversity Policy, the Board Nomination Policy and taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

(e) assess the independence of Independent Non-executive Directors of the Company on appointment/re-appointment having regard to the relevant guidelines or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in place from time to time;

(f) make recommendations to the Board on the appointment or re-appointment of Directors of the Company and succession planning for directors of the Company, in particular the chairman of the Board and the Chief Executive Officer of the Company; and

(g) where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at the general meeting, the Nomination Committee shall report and set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting the following:

  (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 Independent Non-executive Director 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 the diversity of the Board.

(h) to review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively;

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

(j) to review the Board Nomination Policy, the Board Diversity Policy and the Workforce Diversity Policy periodically and make recommendation on any proposed revisions to the Board;

(k) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

(l) 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.

The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers necessary.

4 REPORTING PROCEDURES

4.1 Full minutes of the meetings of the Committee and all written resolutions should be kept by the company secretary of the Company. Minutes shall record matters considered and decisions reached by the members of the Committee in details, including any doubt or disagreement raised by the members of the Committee.

4.2 The secretary of the Committee shall circulate draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.

4.3 Chairman of the Committee who chair the meetings or other member of the committee who is authorised by the chairman of the Committee to chair the meetings shall report its findings, recommendations and decisions to the Board after each meeting of the Committee.

5 ANNUAL GENERAL MEETING

The Chairman or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

6 PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

The terms of reference of the Committee will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

The terms of reference of the Committee 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.

7 INTERPRETATION

Interpretation of these terms of reference shall belong to the Board.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.