利記控股有限公司
LEE KEE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 637)

Terms of Reference for Nomination Committee

(Approved by the Board on 26 September 2025)

Constitution

1. The board of directors of Lee Kee Holdings Limited (the "**Company**") (the "**Board**") has resolved the establishment of the Nomination Committee on 15 September 2006.

Objectives

2. The primary objective of the Nomination Committee is to make recommendations to the Board on the appointment of directors and management of Board succession.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from time to time and a majority of which shall be independent non-executive directors.

4. The chairman of the Nomination Committee shall be appointed by the Board and must be the Chairman of the Board or an independent non-executive director.

5. Only members of the Nomination Committee have the right to attend the Nomination Committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

6. Appointments to the Nomination Committee shall be for a period of up to two years which may be extended by the Board.

Secretary

7. The Secretary of the Company will act as the secretary of the Nomination Committee.

Quorum

8. The quorum necessary for the transaction of business shall be two, at least one of which must be an independent non-executive director of the Company. A duly convened meeting of the Nomination 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 Nomination Committee.

Meetings

9. The Nomination Committee shall meet at least once a year. The Board or any member of the Nomination Committee may request a meeting if they consider necessary.

Notice of Meetings

10. Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee at the request of the Board or any of its members.

11. Unless otherwise agreed, notice of meeting containing the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, any other person required to attend, no later than three working days before the date of the meeting. Meeting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

Minutes of Meetings

12. The secretary shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.

13. Draft and final versions of minutes of the Nomination Committee meetings shall be circulated promptly to all members of the Nomination Committee for their comment and records within a reasonable time after the meetings.

Annual General Meeting

14. The Chairman of the Nomination Committee (or if he is not able to attend, his delegate who shall be a member of the Nomination Committee) shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Nomination Committee's activities.

Duties

15. The Nomination Committee shall perform the following duties:

    (a) to review the structure, size and composition (including the skills, knowledge and experience) 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 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 officer; and

(e) to support the Company's regular evaluation of the Board's performance.

In discharging its duties under these terms of reference, the Nomination Committee shall take into account relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other factors that it deems necessary.

Reporting Responsibilities

16. The Chairman of the Nomination Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

17. The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope where action or improvement is needed.

18. The Nomination Committee shall compile a report on its activities for the Board to consider in the context of preparing the Company's annual report, if necessary.

Others

19. The Nomination Committee shall review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval, if necessary.

Authority

20. The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Nomination Committee.

21. The Nomination Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, including engaging intermediary agencies to identify qualified candidates for directorships and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Nomination Committee if it considers this necessary.

22. The Nomination Committee is authorised to require the management to provide it with such resources as may be necessary for it to discharge its duties.