GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

Terms of Reference of the Nomination Committee

Adopted on 19 June 2010
Amended on 14 December 2018
Amended on 28 March 2022
Amended on 29 December 2025

Definition

Board	means the board of directors of the Company
Committee	means the Nomination Committee of the Board of the Company
Company	means Guotai Junan International Holdings Limited
Director(s)	means director(s) of the Company
Independent Non-executive Directors	means the independent non-executive directors of the Company subject to the independence requirements of the Listing Rules
Listing Rules	means the Rules Governing the Listing of Securities on the Stock Exchange
Stock Exchange	means the Stock Exchange of Hong Kong Limited

Purpose of the Committee

The Committee was established by the Board on 19 June 2010. The purpose of the Committee is to give adequate consideration on a balanced composition of the board and the procedure for appointment of directors shall be formal, considered and transparent.

Membership

1. The members of the Committee shall be appointed by the Board, a majority of whom should be Independent Non-executive Directors, with at least one member of a different gender.

2. The Chairman of the Committee shall be appointed by the Board and should be an Independent Non-executive Director or the Chairman of the Board.

Attendance at meetings

3. The Committee may invite other Directors, senior management of the Company, or external professional expertise to attend the meetings if necessary.

4. The company secretary shall be the secretary of the Committee. In the absence of the secretary of the Committee, his/her representative or any one member, shall act as secretary of the meetings of the Committee.

Frequency and proceedings of meetings

5. The Committee shall meet at least once a year.

6. The quorum of the meetings of the Committee shall be three (3) members.

7. Reasonable notice of meeting shall be given to all members.

8. A resolution must be passed by a simple majority of vote.

9. Unless otherwise specified herein, proceedings of meetings of the Committee shall be governed by the Company's Articles of Association in respect of proceedings of the directors so far as the same are applicable.

Authority

10. The Committee is authorized to obtain any information it requires from any employee of the Company to perform its duties.

11. The Committee is authorized to seek, at the Company's expenses, outside legal or other independent professional advice on any matters within this terms of reference.

Duties

12. The duties of the Committee shall include the followings:-

(i) to review the structure, size and composition (including the skills, knowledge, experience and diversity profile) 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;

(ii) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;

(iii) to assess the independence of the Independent Non-executive Directors;

(iv) 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 executives;

(v) to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;

(vi) to support the regular evaluation of the performance of the Board;

(vii) to review the board diversity policy, as appropriate and to ensure the effectiveness of this policy;

(viii) to review the implementation and effectiveness of the mechanism of ensuring independent views and input are available to the Board; and

(ix) to perform any other duties as authorized by the Board.

Other matters

13. Terms of reference of the Committee shall be made available to the public on the website of the Company and the Stock Exchange.

Reporting procedures

14. Draft and final version of minutes of the meetings of the Committee's meetings shall be sent to all members for their comment and record within a reasonable time after the meetings. The minutes of the meetings of the Committee should be kept by the company secretary.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.

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