珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED
珠光控股集團有限公司*

(the "**Company**")

TERMS OF REFERENCE OF NOMINATION COMMITTEE
(ALSO KNOWN AS "NOMINATION COMMITTEE CHARTER")

(Revised on 31 December 2025 and effective on 1 January 2026)

1. CONSTITUTION OF THE COMMITTEE

1.1 The board (the "**Board**") of directors (the "**Directors**") of the Company has resolved to establish a committee of the Board known as the nomination committee (the "**Committee**").

2. MEMBERSHIP OF THE COMMITTEE

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

2.2 A majority of the members of the Committee shall be the independent non-executive Directors, with at least one member of a different gender.

2.3 The company secretary of the Company shall be the secretary of the Committee.

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.

3. PROCEEDINGS OF THE COMMITTEE

3.1 ***Notice:***

(a) Unless otherwise agreed by all the Committee members, a meeting of the Committee shall be called by at least 14 days' notice.

* *For identification purposes only*

(b) A Committee member may and, on the request of a Committee member, the secretary of the Committee shall, at any time summon a Committee meeting. Notice of a meeting shall be deemed to be duly given to a Committee member if it is given to such Committee member orally (including in person or by telephone) or in writing or by electronic means to an electronic address from time to time notified to the secretary of the Committee by such Committee member or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the Committee members may from time to time determine.

(c) A notice of meeting shall state the time and place of the meeting.

(d) An agenda together with other documents which may be required to be considered by the Committee members for the purposes of the meeting, should be sent in full, in a timely manner and at least three days before the intended date of the Committee meeting (or other agreed period), to all Committee members.

3.2 ***Quorum:*** The quorum of the Committee meeting shall be two Committee members and a majority of the attending Committee members shall be independent non-executive Directors.

3.3 ***Frequency:*** Meetings shall be held at least once a year to review, formulate and consider the Company's nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.

4. WRITTEN RESOLUTIONS OF THE COMMITTEE

4.1 Written resolutions may be passed by all Committee members in writing.

5. ALTERNATE MEMBERS OF THE COMMITTEE

5.1 A Committee member may not appoint any alternate.

6. AUTHORITY OF THE COMMITTEE

6.1 The Committee may exercise the following powers:

(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the "**Group**") and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or re-appointment as Directors;

(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Committee should be provided with sufficient resources to perform its duties.

7. DUTIES OF THE COMMITTEE

7.1 The duties of the Committee shall be:

(a) to review the structure, size and composition (including the skills, knowledge and experience) 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 the 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 ensure that on appointment to the Board, the Directors receive a formal appointment letter or a service contract setting out the expected time commitment, committee service and involvement outside meetings of the Board;

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

(g) to consider other matters, as defined or assigned by the Board from time to time.

8. MINUTES AND RECORDS OF THE COMMITTEE

8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

8.2 The secretary of the Committee shall circulate the draft and final versions of the minutes of the meeting of the Committee 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 before the passing of the written resolutions.

8.3 The secretary of the Committee shall keep record of all meeting s of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. CONTINUING APPLICATION OF THE BYE-LAWS OF THE COMPANY

9.1 The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. POWERS OF THE BOARD

10.1 The Board may, subject to compliance with the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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.