耀才證券
BRIGHT SMART SECURITIES
香港交易所上市公司（1428）

BRIGHT SMART SECURITIES & COMMODITIES GROUP LIMITED
耀才證券金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(the **"Company"**, **Stock Code: 1428**)

Nomination Committee
Terms of Reference

1. Constitution

1.1 The Nomination Committee (the "**Committee**") was established pursuant to a resolution passed by the board (the "**Board**") of directors (the "**Director(s)**") of the Company at its meeting held on 4 August 2010.

2. Membership

2.1 Members of the Committee ("**Members**", and each a "**Member**") shall be appointed by the Board from amongst the members of the Board.

2.2 The Committee shall consist of not less than three Members with at least one Member of a different gender. The majority of the Members shall be independent non-executive Directors ("**INEDs**", and each an "**INED**") of the Company.

2.3 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. If a Member ceases to be a Director, then his/her office as a Member shall ipso facto cease.

3. Chairperson

3.1 The Chairperson of the Committee shall be appointed by the Board and shall be the Chairperson of the Board or an INED.

4. Secretary

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

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

5. Meetings

5.1 The Committee shall meet at least once a year. The chairperson of the Committee shall convene a meeting upon request by any Member of the Committee.

5.2 Notice of any meetings has to be given at least 3 days prior to any such meeting being held, unless all Members unanimously waive such notice. 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.

5.3 The quorum required for a meeting of the Committee shall be any two Members.

5.4 Meetings could be held in person or via electronic means including but not limited to telephone or video conferencing. 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 communicating with each other.

5.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

5.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5.7 Full minutes shall be kept by the Secretary. The minutes shall be made available for inspection on reasonable notice by any Director. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

6. Attendance at Meetings

6.1 By invitation of the Committee, the Chairperson of the Board and/or Chief Executive, external advisers and other persons may be invited to attend all or part of a Committee meeting.

6.2 Only Members of the Committee are entitled to vote at the meetings.

7. Annual General Meetings

7.1 The Chairperson of the Committee or in his/her absence, another Member, or failing this, his/her duly appointed delegate, shall attend the Company’s annual general meetings and be prepared to respond to shareholders’ questions on the Committee's activities and their responsibilities.

8. Responsibility

8.1 Without prejudice to any requirements under the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**"), the Committee shall have the following responsibilities:

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

8.1.2 to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on selection of individual nominated for directorships;

8.1.3 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for Directors, in particular the Chairperson of the Board and the Chief Executive;

8.1.4 to assess the independence of the INEDs;

8.1.5 to review from time to time the policy for the nomination of Directors (the "**Director Nomination Policy**") and the Board's diversity policy (the "**Board Diversity Policy**"), as appropriate, and make recommendations on any proposed revisions to the Board for consideration and approval, and monitor their implementation so as to ensure their effectiveness, and make disclosure of their summary in the Corporate Governance Report annually;

8.1.6 to support the Company's regular evaluation of the Board's performance; and

8.1.7 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

9. Reporting Responsibilities

9.1 The Committee shall report to the Board when appropriate.

10. Authority

10.1 The authorities and responsibilities of the Committee shall include such authorities and responsibilities set out in the relevant code provisions of the CG Code (as amended from time to time).

10.2 The Committee should be provided with sufficient resources to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: Arrangements to seek independent professional advice could be made through the Secretary.

11. Effective date and Amendments

11.1 These terms of reference shall come into effect on the date when they are approved by the Board.

11.2 Any amendments to these terms of reference shall be recommended by the Committee and come into effect on the date when they are approved by the Board.

(Amended as of 17 November 2026)