



恒安國際集團有限公司

HENGAN INTERNATIONAL GROUP CO., LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1044)

(the “Company”)

Terms of Reference of Nomination Committee

1. Constitution

The board of directors of the Company (the “Board”) hereby constitutes and establishes a nomination committee (the “Committee”) with authority, responsibility, and specific duties as described below.

2. Composition

- 2.1 All members of the Committee shall be appointed by the board of the directors of the Company (the “Board”) and can be removed by the Board at its sole discretion. The Committee shall comprise a minimum of three Directors., including at least one director of a different gender;
- 2.2 The majority of the members of the Committee (the “Members”) shall be Independent Non-executive Directors (the “INEDs”).
- 2.3 The Chairman of the Committee shall be an INED or the Chairman of the Board.
- 2.4 The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time, or other codes, rules and regulations as may be prescribed by the applicable authority from time to time.

3. Secretary

The secretary of the Company (the “Company Secretary”) shall be the secretary of the Committee. The Company Secretary or, in his/her absence, his/her delegate(s) or any person elected by the members present

at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

4. Authority

- 4.1 The Committee is authorised by the Board to obtain external legal or other independent professional advice at the Company's expense and to secure the attendance at meetings of external parties with relevant experience and expertise if it considers necessary.
- 4.2 The Committee shall be provided with sufficient resources to perform its duties.

5. Duties

The duties of the Committee shall include:

- 5.1 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, ensure that sufficient biographical details of nominated candidates shall be provided to the Board and shareholders of the Company to enable them to make an informed decision;
- 5.2 review the structure, size , composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board as a whole at least annually, assist the Board in maintaining a Board matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.3 assess the independence of INEDs (including, among others, any concerns on over-boarding and/or time commitment);
- 5.4 to support the Company's regular evaluation of the performance of the Board
- 5.5 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; and

- 5.6 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
- 5.7 review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

6. Committee Meetings

- 6.1 **Frequency**
The Committee shall meet as often as it determines necessary, but not less than once a year. Any Member, or the Company Secretary on requisition of any Member may call a meeting of the Committee.
- 6.2 **Quorum**
The quorum for decisions of the Committee should be any two Members, of whom at least one has to be an INED.
- 6.3 **Resolutions**
Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, or other communication facilities by means of which all persons participating in the meeting are capable of hearing each other.
- 6.4 **Minutes**
The secretary of the Committee should keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

7. Supplemental Provisions

In case of any discrepancy between the Chinese and English version of these Terms of Reference, the English version shall prevail.

8. Publication of the Terms of Reference

The terms of reference will be posted on the websites of the Stock Exchange of Hong Kong Limited and the Company, explaining the role and the authority delegated to it by the Board.

3 September 2025