



TAO HEUNG HOLDINGS LIMITED

稻香控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 573)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE (Approved by the Board on 9 June 2007 and revised on 1 July 2025)

Purpose

1. The purpose of the Nomination Committee is to identify, screen and recommend to the board of directors (the “**Board**”) appropriate candidates to serve as directors of Tao Heung Holdings Limited (the “**Company**”), to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

2. The Nomination Committee (the “**Committee**”) shall be appointed by the Board from amongst the directors of the Company and a majority of such members shall comprise independent non-executive directors. The Nomination Committee shall consist of not less than two independent non-executive directors, each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
3. The Chairman of the Committee (the “**Chairman**”) shall be the Chairman of the Board or an independent non-executive director. The Committee shall have at least one member of a different gender.
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.

Meetings

5. The Nomination Committee shall meet at least once annually or more frequently if circumstances require and shall act by unanimous written consent.

* For identification purposes only

6. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
7. The quorum of the Committee meeting shall be two members of the Committee.
8. The members of the Committee can attend the meeting via telephone or any similar communication device such that all persons attending the meeting can hear from such member through such communication device.

Access

9. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

Minutes

10. Minutes of each Nomination Committee shall be prepared and sent to all Nomination Committee members. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Nomination Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

Authority

11. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to discharge its duties, including but not limited to obtaining professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company.

Responsibilities and Duties

12. The Nomination Committee shall perform the following duties:
 - (a) 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 to the Board regarding any proposed changes to the Board to complement the Company's corporate strategy;

- (b) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose in the Company's corporate governance report the policy and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
- (c) to identify individuals who are qualified/suitable to become a Board member and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to review annually the board diversity policy and the nomination policy of the Company and make recommendations on any proposed revisions to the Board;
- (e) to assess the independence of independent non-executive directors and to determine their eligibility;
- (f) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively;
- (g) to make recommendations to the Board on matters relating to the appointment or reappointment of directors and succession planning for directors, in particular, the chairman and the chief executive officer taking into account the challenges and opportunities the Company faces and the skills and expertise the Company needs, with due regard to the nomination policy and the diversity policy of the Company;
- (h) to support the Company's regular evaluation of the Board's performance;
- (i) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval; and
- (j) to consider other topics, as defined by the Board from time to time.