

These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.



Dragon King Group Holdings Limited

龍皇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8493)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Constitution

1. The board (the “**Board**”) of directors (the “**Directors**”) of our Company resolved the establishment of the nomination committee (the “**Committee**”) on 15 December 2017.

Membership

2. The members shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, with at least one Director of a different gender. The majority of members should be independent non-executive Directors (the “**INED(s)**”). The quorum necessary for the transaction of business shall be two members. If only two members are in attendance, then both members shall be independent non-executive Directors. If more than two members are in attendance, then a majority of the members shall be independent non-executive Directors. Questions arising in any meetings shall be decided by a simple majority of votes.
3. The chairperson of the Committee (the “**Chairperson**”) shall be appointed by the Board and should be the chairperson of the Board or an independent non-executive Director, and in his/her absence, members present may elect any member to chair the Committee meeting.

Meetings

4. The company secretary of the Company or his/her delegate or such other person appointed by the Chairperson shall be the secretary of the Committee (the “**Secretary**”).
5. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.
6. Meetings shall be held as and when required or as requested by any of the Committee members. The meetings of the Committee shall be held at least once a year.

Authority

7. The Committee is authorised by the Board to seek any information within its terms of reference. It is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
8. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

9. 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 issuer’s corporate strategy;
 - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to develop, maintain and review the Company’s directors’ nomination policy and board diversity policy, to make recommendations to the Board as and when appropriate, and to disclose the relevant policies or a summary thereof and the progress made in the Company’s corporate governance report;
 - (d) to assess the independence of the independent non-executive Directors, having regard to the requirements under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”);

- (e) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular, the chairperson and chief executive officer of the Company (if any);
- (f) to make recommendations to the Board on any matters within its scope of duties where it considers that action or improvement is required;
- (g) to support the issuer's regular evaluation of the board's performance; and
- (h) to assist the Board in respect of any ad hoc matters as may be assigned to the Committee.

Reporting procedures

- 10. The Chairperson, in consultation with the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairperson, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at the Committee meeting and be briefed on the issues arising at each Committee meeting.
- 11. The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member.
- 12. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting. The Chairperson shall report at the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.

Publication of the terms of reference

- 13. The Committee shall make available these terms of reference by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

Adopted on 15 December 2017

Amended on 28 December 2018

Amended on 16 January 2026