



**潼關黃金集團有限公司**  
**Tongguan Gold Group Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00340)

**TONGGUAN GOLD GROUP LIMITED**  
*(the “Company”)*

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

**I. General**

1. The purpose of the nomination committee of the Company (the “Committee”) is to identify, consider and recommend to the board of directors of the Company (the “Board”) appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board, to develop and recommend to the Board the nomination guidelines and the board diversity policy for the Company (the “Board Diversity Policy”), which shall be consistent with any applicable laws, regulations and listing standards.
2. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.

**II. Membership**

1. The Committee shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors, with at least one member of a different gender.
2. The Board shall appoint the chairman of the Committee who should either be the chairman of the Board or one of the independent non-executive directors sitting on the Committee.

**III. Frequency and proceedings of meetings**

1. The Committee shall meet at least once a year and also as and when

required.

2. The quorum for meetings of the Committee shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Committee.

#### **IV. Secretary**

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

#### **V. Notice of Meetings**

1. Usually, meetings are convened by the chairman of the Committee, however, other members of the Committee can also convene meetings as necessary. Notice of at least 3 days should be given of a meeting to give all Committee members an opportunity to attend or over half of the members of the Committee agree the reasonable shorter notice should be given.

#### **VI. Minutes of the Meetings**

1. Minutes of the Committee meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of the minutes shall be sent to all members of the Committee for their comment and records respectively, within a reasonable time after the meeting is held.
2. The secretary of the Committee shall keep the minutes and resolutions passed at the Committee meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

#### **VII. Annual General Meeting**

1. The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting of the Company on the Committee's work and responsibilities.

## **VIII. Authority**

1. The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of 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).
2. The Committee is authorized by the Board to determine the procedures, process and criteria to be adopted in relation to the selection and recommendation of candidates for directorship.

## **IX. Responsibilities and Duties**

1. Without prejudice to any requirement under the CG Code, the Committee shall perform the following duties:
  - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, to assist the Board in maintaining a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
  - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
  - (c) 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 with regard to the Board Diversity Policy and other factors which are relevant to the Company;
  - (d) to assess the independence of independent non-executive directors;
  - (e) 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;
  - (f) to develop a policy concerning diversity of Board members, and disclose the policy or a summary of the policy in the corporate governance report;
  - (g) to review and assess regularly the time commitment and contribution to the Board by each director as well as the directors’ ability to discharge his or her responsibilities effectively;

- (h) to support the Company's regular evaluation of the Board's performance;
- (i) to make recommendations to the Board on the membership of Board committees e.g. audit committee and remuneration committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate; and
- (j) To deal with any other matters delegated by the Board.

## **X. Reporting**

1. The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
2. The Committee shall make whatever recommendations to the Board it deems appropriate in any area within its remit where action or improvement is needed.

## **XI. Effective**

These terms of reference shall be effected and implemented from the date of the Board meeting approving the document.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

(Revised and Approved by the Board on 19 December 2025)