

KFM KINGDOM HOLDINGS LIMITED
KFM金德控股有限公司

董事會提名委員會職權範圍
Terms of reference of
the Nomination Committee of the Board of Directors



KFM KINGDOM HOLDINGS LIMITED

KFM 金德控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(the “Company” and “本公司”)

Terms of reference of the Nomination Committee (the “Committee”)

of the Board of Directors (the “Board”) of the Company

本公司董事會 (「董事會」) 提名委員會 (「委員會」)

職權範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 September 2012.

2. Membership

- 2.1 Members of the Committee 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 of whom shall be of a different gender, and a majority of whom shall be independent non-executive directors.

1. 組成

- 1.1 委員會按董事會於2012年9月22日舉行的會議上通過的決議案成立。

2. 成員

- 2.1 委員會成員由董事會從本公司董事中委任，成員人數最少為三名且最少一名須為不同性別，當中大部份須為獨立非執行董事。

- 2.2 The Chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive director. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.3 The company secretary of the Company shall be the secretary of the Committee.
- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.
- 2.2 委員會主席由董事會委任，並由董事會主席或獨立非執行董事擔任。如委員會秘書缺席，出席會議的委員會成員可從彼等當中推選或另委他人擔任該次會議的秘書。
- 2.3 本公司的公司秘書為委員會的秘書。
- 2.4 經董事會及委員會分別通過決議，可撤銷委員會成員任命或委任額外成員加入委員會。如委員會成員不再為董事會成員，則該名成員將自動被撤銷任命。

3. Proceedings of the Committee

3. 委員會會議程序

3.1 Notice:

3.1 通知：

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the
- (a) 除非委員會全體成員同意，否則召開會議的通知期不應少於七天。不論發出的通知期長短，委員會成員出席會議即構成豁免有關通知，除

beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs C.5.3 of Appendix C1 to the Listing Rules)

- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone number or facsimile number or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

非出席會議的委員會成員因會議並未正式召開而於會議開始時表明反對處理任何事務，則作別論。

(根據上市規則附錄C1第C.5.3段的規定，在切實可行的範圍內，召開定期會議應發出至少14天通知)

- (b) 委員會成員可(或委員會秘書須應委員會成員要求)於任何時候召開委員會會議。通知必須以專人口頭或書面形式，或透過電話、電子郵件、傳真(以委員會成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)，或委員會成員可能不時決定的其他方式給予各委員會成員。
- (c) 口頭通知應在切實可行情況下儘快及在會議舉行前以書面方式確認。

(d) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.

3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors (the “**Director(s)**”) of the Company, their implementation during the year, to make recommendations to the Board on candidates for appointment as Directors, to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board and progress on achieving these objectives, and to assess each Director’s time commitment and

(d) 會議通知必須說明會議目的、時間及地點。會議議程連同委員會成員可能須考慮的其他文件一般應於委員會會議擬訂日期七天(及無論如何不少於三天)前(或全體委員會成員可能協定的其他時期)送交全體委員會成員。

3.2 **法定人數：**委員會會議的法定人數為兩名委員會成員，其中大部份須為獨立非執行董事。

3.3 **次數：**每年最少須舉行會議一次，以檢討、制定及考慮有關本公司董事(「董事」)委任、重新委任及罷免的提名程序、前述事項在有關年度的實施、向董事會提呈董事候選人的建議、檢討董事會不時所採納的董事會成員多元化政策及為執行該政策而制定的任何可計量目

contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively.

標以及該等目標的達標進度，並且評估各董事對董事會投入的時間及作出的貢獻以及董事有效履行職責的能力。

4. Written resolutions

4. 書面決議案

4.1 A resolution in writing signed by all the Committee members shall be valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

4.1 書面決議案經全體委員會成員簽署即屬有效及具有效力，猶如於委員會會議上獲得通過。書面決議案可以多份形式相近的文件組成，而各份須經一名或以上委員會成員簽署。

5. Alternate Committee members

5. 替任委員會成員

5.1 A Committee member may not appoint any alternate.

5.1 委員會成員不得委任任何替任人。

6. Authority of the Committee

6. 委員會的權力

6.1 The Committee may exercise the following powers:

6.1 委員會可以行使以下權力：

(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(a) 要求本公司及其附屬公司（合稱「**本集團**」）的任何僱員及專業顧問提供委員會為執行其職責而需要的任何資料，要求彼等編製及提交報告，出席委員會會議，以及提供資料及解答委員會的提問；

- (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
 - (c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
 - (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (b) 就董事的委任或重新委任，檢討董事的表現及獨立非執行董事的獨立性；
 - (c) 委員會如認為有需要，可就屬本職權範圍內的任何事宜尋求外部法律或其他獨立專業意見或協助（包括獨立人力資源顧問公司或其他獨立專業人士的意見），並確保具備相關經驗及專業知識的外部人士列席委員會會議，費用由本公司支付。委員會具有十足權力，可委託進行其視為必要的調查（包括但不限於訴訟、破產及信用調查），編製報告、進行調查或公開徵募，以協助助履行其職責，並應獲得充足資源以履行其職責；
 - (d) 每年檢討本職權範圍及履行其職權的有效性，並就其認為必要的任何改變向董事會提出建議；及

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

(e) 行使委員會可能認為屬必要及便宜行事的權力，致使委員會能妥為履行下文第7節所列的職責。

6.2 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.

6.2 本公司應向委員會提供充足資源以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

7. **Duties**

7. **職責**

7.1 The duties of the Committee shall be:

7.1 委員會負責履行以下職責：

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

(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及觀點的多樣性方面)，協助董事會維持董事會技能矩陣，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

(b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the board on the selection of individuals nominated for directorships;

(b) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；

(c) to assess the independence of the independent non-executive Directors;

(d) to make recommendations to the Board on:

(i) the role, responsibilities, capabilities, skills, knowledge, experience required from members of the Board and diversity of perspectives required from members of the Board;

(ii) the policy on the terms of employment of non-executive Directors;

(iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

(iv) proposed changes to the structure, size and composition of the Board;

(v) candidates suitably qualified to become members of the Board;

(vi) the selection of individuals nominated for directorship;

(c) 評核獨立非執行董事的獨立性；

(d) 就下列事項向董事會提出建議：

(i) 作為董事會成員應有的角色、責任、能力、技能、知識、經驗及觀點的多樣性；

(ii) 有關非執行董事委聘條款的政策；

(iii) 本公司審核委員會、薪酬委員會及其他董事委員會的組成；

(iv) 董事會架構、人數及組成的變動建議；

(v) 具備合適資格可擔任董事會成員的人士；

(vi) 挑選獲提名出任董事的人士；

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| <p>(vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;</p> | <p>(vii) 輪值告退以接受本公司股東重選的董事，就此，須考慮彼等的工作表現及繼續為董事會作出貢獻的能力；</p> |
| <p>(viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;</p> | <p>(viii) 擔任董事超過九年的獨立非執行董事的去留問題，並就應否投票贊成繼續委任該等獨立非執行董事的決議案向本公司股東提供意見；</p> |
| <p>(ix) the appointment or re-appointment of Directors;</p> | <p>(ix) 董事委任或重新委任；</p> |
| <p>(x) succession planning for Directors in particular the chairman and the chief executive; and</p> | <p>(x) 董事（尤其是主席及行政總裁）繼任計劃；及</p> |
| <p>(xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy.</p> | <p>(xi) 董事會成員多元化政策及為執行該政策而制定的可計量目標。</p> |
| <p>(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:</p> | <p>(e) 在履行上述職責或本職權範圍項下的其他責任時，對下列各項給予充份考慮：</p> |

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| <p>(i) succession planning of Directors;</p> | <p>(i) 董事繼任計劃；</p> |
| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;</p> | <p>(ii) 本集團保持或加強其競爭優勢所需的領導才能；</p> |
| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市場環境的轉變及本集團所在市場的商業需要；</p> |
| <p>(iv) the skills and expertise required from members of the Board;</p> | <p>(iv) 作為董事會成員應有的技能及專長；</p> |
| <p>(v) the Board's policy concerning diversity of Board members adopted from time to time; and</p> | <p>(v) 董事會不時所採納的董事會成員多元化政策；及</p> |
| <p>(vi) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;</p> | <p>(vi) 上市規則對上市發行人的董事的相關要求；</p> |
| <p>(f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under Rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in</p> | <p>(f) 檢討本集團成員公司擬與現任或擬聘任的董事所訂立、按上市規則第13.68條須事先於股東大會上取得本公司股東批准的所有服務合同，就該等服務合同的條款是否公平合理以及該等服務合同是否符合本公司及股東的整體利益向本公司股東（身為於相關服務合同中擁有重大</p> |

the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

- (g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
- (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his/her departure;
- (i) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives;

權益的董事的股東以及彼等各自的聯繫人除外) 提出建議，並就應如何表決向股東提供意見；

- (g) 確保每位非執行董事均於獲委任加入董事會時取得正式委任函件，當中訂明對彼等的要求，包括工作時間、委員會服務及董事會會議以外的的工作；
- (h) 會見任何辭去本公司職務的董事並瞭解其離職原因；
- (i) 檢討董事會不時所採納的董事會成員多元化政策及為執行該政策而制定的任何可計量目標，以及該等目標的達標進度；

- (j) to develop and review, as appropriate, the policy for the nomination of Directors, such policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
- (k) to support the Company's regular evaluation of the Board's performance; and
- (l) to consider other matters, as defined or assigned by the Board from time to time.

- (j) 制定及檢討(如適用)董事提名政策，當中訂明(其中包括)挑選及推薦董事候選人的提名步驟、程序及標準；
- (k) 支援本公司定期評估董事會的表現；及
- (l) 考慮董事會不時決定或委派的其他事項。

8. Minutes and records

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she or any of his/her close associates has a material interest, unless the exceptions set out in the articles of association of the Company and the Listing Rules apply.
- 8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee (who should normally be the company secretary). Such meeting minutes

8. 會議紀錄

- 8.1 秘書應於每次會議開始時確定及記錄當時存在的任何利益衝突，並將其列入會議紀錄。除本公司組織章程細則及上市規則所載的適用例外情況外，相關委員會成員不得就其本人或其任何緊密聯繫人擁有重大權益的任何委員會決議案計入法定人數，且必須放棄表決權。
- 8.2 委員會的完整會議紀錄及所有書面決議案應由委員會秘書(通常為公司秘書)保存。該等會議記錄應在任何董事發出合理通知後的任何合理時間內公開可供查閱，並應充分記錄所考慮的事項及達成的決定詳情，包括董事提出的任何關

should be open for inspection at any reasonable time on reasonable notice by any Director and should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the Directors or dissenting views expressed.

注事項或表達的反對意見。

8.3 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minute are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

8.3 委員會秘書應於委員會會議後一段合理時間(通常指會議後14天)內,將會議紀錄或書面決議案(視乎情況而定)的初稿及最後定稿先後發送委員會全體成員,初稿供成員表達意見,最後定稿作其紀錄之用。會議紀錄一經簽署,秘書應將委員會會議紀錄及報告發送予董事會全體成員。

8.4 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

8.4 委員會秘書應將本公司每個財政年度內舉行的所有委員會會議的會議紀錄存檔,以及具名紀錄每名委員會成員於該財政年度內舉行的會議的出席率。

9. Reporting responsibilities

9. 報告責任

9.1 The Committee shall report to the Board after each meeting.

9.1 委員會須於各會議後向董事會報告。

10. Annual general meeting

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

11. Continuing application of the articles of association of the Company

11.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

12. Powers of the Board

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the

10. 股東週年大會

10.1 委員會主席或(在委員會主席缺席時)委員會另一名成員(或如該名成員未能出席,則為其獲正式委任的代表)應出席本公司的股東週年大會,並準備就委員會的活動及其職責在股東週年大會上回應提問。

11. 本公司組織章程細則繼續適用

11.1 規管董事會議及程序的本公司組織章程細則,只要適用並且未被本職權範圍條文取代,即適用於委員會會議及程序。

12. 董事會權力

12.1 董事會可在不違反本公司的組織章程細則及上市規則(包括上市規則附錄C1所載《企業管治守則》或本公司自行制定的企業管治常規守則(本公司如有採納))的前提下,修訂、補充及廢除本職權範圍所有規則及委員會通過的任何決議案,惟修訂及廢除本職權範圍規則及委員會通過的決議案不得影響在修訂或

resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

廢除本職權範圍規則及委員會通過的決議案前，委員會已採取的行動及已通過的決議案的有效性。

13. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange of Hong Kong Limited.

13. 刊登委員會職權範圍

委員會應在本公司網站及香港聯合交易所有限公司網站上公開其職權範圍，解釋其角色及獲董事會轉授的權力。

Adopted on October 2012 and amended with effect from 27 June 2025

於2012年10月採納並經修訂，由2025年6月27日起生效