



## **G-Resources Group Limited**

**國際資源集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1051)**

### **TERMS OF REFERENCE - NOMINATION COMMITTEE**

*(Adopted on 29 February 2012 and modified on 18 June 2025)*

#### **1. ESTABLISHMENT**

- 1.1 The nomination committee (the “Committee”) is established by the board of directors (the “Board”) of G-Resources Group Limited (the “Company”);
- 1.2 Subject to Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the procedures of the Committee shall be regulated by the provision of this Terms of Reference (the “Terms of Reference”); and
- 1.3 The Company and its subsidiaries are together referred to as “the Group” in this Terms of Reference.

#### **2. MEMBERSHIP**

- 2.1 The Committee shall have a minimum of three members who shall be appointed by the Board, comprising at least one member of different gender. The Committee is chaired by the chairman of the Board (“the Board Chairman”) if the Board Chairman is a member of the Committee and comprises a majority of independent non-executive directors (“INED(s)”) (as defined by the Listing Rules). The chairman of the Committee shall be appointed by the Board if the Board Chairman is not a member of the Committee. The quorum for a meeting shall be two members;
- 2.2 A member who wishes to retire or resign from the Committee shall provide notice to the Company so that a replacement may be appointed before he/she leaves; and
- 2.3 Any member who ceases to be a director of the Company shall also cease to be a member of the Committee and the vacancy shall be filled by the Board as soon as possible.

#### **3. ATTENDANCE AT MEETINGS**

- 3.1 Only members of the Committee have the right to attend Committee meetings. The Committee may invite any executive director(s), the Chief Financial Officer and any employees of the Company to attend the Committee meeting; and
- 3.2 The company secretary of the Company shall be the secretary of the Committee.

#### **4. FREQUENCY OF MEETINGS**

The Committee shall meet at least once a year and otherwise as required.

#### **5. NOTICE OF MEETINGS**

- 5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members; and
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, shall be forwarded to each member of the Committee and any other person required to attend at least 14 days before the date of the meeting. Agenda of items to be discussed together with the supporting papers shall be sent to the members of the Committee and to other attendees as appropriate, at least 3 days in advance of the meeting.

#### **6. AUTHORITY**

- 6.1 The Committee is authorised by the Board to handle those matters as set out in this Terms of Reference. It is authorised to seek any information it requires from any employee of the Group and all employees are required to co-operate with any request made by the Committee; and
- 6.2 The Committee is authorised by the Board to obtain external independent professional advices and to secure the attendance of external consultants with relevant experience and expertise if the Committee considers necessary. The Committee shall be provided with sufficient resources to discharge its duties. The Committee shall be exclusively responsible for establishing the selection criteria, selecting and appointing the external consultants who provide advices to the Committee and setting the terms of reference thereof.

#### **7. DUTIES**

The duties of the Committee shall be: -

- (a) to formulate, review and update, as appropriate, the board diversity policy for the Board's approval, review and update the objectives that the Board has set for implementing such policy, and monitor the progress made;
- (b) to review the structure, size and composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, required expertise, skills, knowledge and length of service) 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;
- (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;

- (d) to assess the independence of INEDs;
- (e) to support the Company's regular evaluation of the Board's performance, including, among others, annual assessment of each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively;
- (f) 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;
- (g) to formulate, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for the role of directors for the Board's approval; and
- (h) to formulate and review, as appropriate, the workforce diversity policy and the implementation thereof.

## **8. MINUTES OF MEETINGS**

- 8.1 The provisions on "PROCEEDINGS OF THE DIRECTORS" in the Bye-Laws of the Company shall apply, *mutatis mutandis*, to all meetings and proceedings of the Committee unless otherwise decided by the Board;
- 8.2 The secretary shall compile minutes on the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance;
- 8.3 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and record the same in the minutes accordingly; and
- 8.4 The secretary shall circulate the minutes of Committee meetings to all members of the Committee within a reasonable time (generally within 14 days) after each meeting and, once agreed, to all members of the Board to enable the Board to be informed of the progress of the work performed by the Committee and their findings during the period under review.

## **9. ANNUAL GENERAL MEETING**

- 9.1 The chairman of the Committee shall attend the annual general meetings of the Company each year and be prepared to respond to any questions on the Committee's activities; and
- 9.2 If the chairman of the Committee is unable to attend an annual general meeting of the Company, he/she shall arrange another member of the Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be prepared to respond to any questions on the Committee's activities.

*\* For identification purpose only*