

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.



ROYAL DELUXE HOLDINGS LIMITED

御佳控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3789)

(the “Company”)

THE NOMINATION COMMITTEE TERMS OF REFERENCE

These terms of reference of the Nomination Committee (the “**Committee**”) have been prepared based on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Exchange**” respectively).

COMPOSITION

1. The Committee is established by the board of directors of the Company (the “**Director(s)**” or “**Board**”) according to the articles of association of the Company (the “**Articles of Association**”) and the establishment would be effective from the date on which the shares of the Company are listed on the Exchange.

MEMBERS

2. The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive Directors (the “**INEDs**”). The Board should appoint at least one Director of a different gender to the Committee.
3. Chairman of the Committee shall be appointed by the Board and must be the Chairman of the Board or an INED.
4. Subject to Rules 2 and 3 above, the Board may, from time to time, at their discretion, change the composition of the members of the Committee.

SECRETARY

5. The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

FREQUENCY AND PROCEEDINGS OF MEETINGS

6. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.
7. The quorum of a meeting shall be two members of the Committee.
8. The Committee members could attend the meetings in person, by telephone or by video conference.
9. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
10. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
11. Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association (as amended from time to time).
12. The chairman of the Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the Committee's activities. If the chairman of the Committee is unable to attend, a member of the Committee shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholders' questions on the Committee's activities.

AUTHORITY

13. All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.

14. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice in appropriate circumstances at the Company's expenses to perform its duties.
15. The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including members of the Board).

DUTIES

16. Main duties of the Committees should include:–

- (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 Company's corporate strategy;
- (b) 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;
- (c) 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 corporate governance report annually 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 board range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;

- (d) to review the policy on Board diversity (the “**Board Diversity Policy**”) and the policy on diversity in the Company’s workforce (including senior management) (the “**Workforce Diversity Policy**”) and their implementation and effectiveness and any measurable objectives for implementing such Board Diversity Policy and Workforce Diversity Policy (as the case may be) as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its review results in the annual report of the Company annually;
- (e) to assess the independence of INEDs, having regard to the requirements under the the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (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 Officer;
- (g) where the Board proposes a resolution to elect an individual as an INED at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - (i) the process used for identifying the candidate and why the Board believes the candidate should be elected and the reasons why it considers the candidate to be independent;
 - (ii) the perspectives, skills and experience that the candidate can bring to the Board; and
 - (iii) how the candidate can contribute to the diversity of the Board; and
- (h) to review and assess each Director’s time commitment and contribution to the Board, as well as the Director’s ability to discharge his/her responsibilities effectively, taking into account the factors as required by the Listing Rules;
- (i) to support the Company’s regular evaluation of the Board’s performance at least every two years; and

- (j) to review the nomination policy, the Board Diversity Policy and the Workforce Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

REPORTING PROCEDURES

- 17. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.
- 18. Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.
- 19. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

OTHERS

- 20. 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 Exchange's website and the Company's website.
- 21. Any changes to the terms of reference shall be effective after they have been approved by the Board.

–End–

Adopted on 17 January 2017
Amended on 28 December 2018 and 7 August 2025