



PAK FAH YEOW INTERNATIONAL LIMITED

白花油國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 239)

**TERMS OF REFERENCE FOR
THE NOMINATION COMMITTEE**

** For identification purpose only*

Terms of Reference for Nomination Committee

Constitution

1. The nomination committee (the “Committee”) was formed pursuant to the board resolution of **Pak Fah Yeow International Limited** (“the Company”) with effect from 1 April 2012 and last revised on 1 July 2025.

Composition and Quorum

2. The Committee members shall be appointed by the board of directors (“the Board”) of the Company amongst the directors of the Company. A majority of the Committee members should be independent non-executive directors. The Committee shall have at least one member of a different gender.

Members : The Committee shall consist of not less than 3 members.

Quorum : 2

3. The chairman of the Committee should be the Chairman of the Board of the Company or an independent non-executive director of the Company.

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. 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 or exercisable by the Committee.
6. With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
7. Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.
8. The meetings and proceedings are governed by the provisions contained in this terms of reference and its bye-laws of the Company for regulating meetings and proceedings of Directors.

Terms of Reference for Nomination Committee

Notice of meetings

9. Meeting of the Committee shall be called by the chairman of the Committee or at the request of the Board.
10. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Committee and any other person required to attend, no fewer than 3 working days prior to the date of the meeting.

Authority

11. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
12. 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

13. The Committee shall : -
 - (a) 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) 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) assess the independence of independent non-executive directors.
 - (d) 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.
 - (e) consider other topics as defined by the Board.
 - (f) to support the Company's regular evaluation of the Board's performance.

Terms of Reference for Nomination Committee

Reporting procedures

14. Chairman of the Committee who chair the meetings or other member of the committee who is authorized by the chairman of the Committee to chair the meeting shall report to the Board after each meeting of the Committee.
15. The Committee should report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference, unless there are legal or regulatory restrictions on its ability to do so.
16. The secretary of the Committee or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

Others

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

- End -