GT Gold Holdings Limited
大唐黃金控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8299)

(the "Company")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE "COMMITTEE")

Approved by the board of directors of the Company (the "**Board**") on 27 June 2025

1. Membership

1.1 The Committee shall consist of at least three directors of the Company appointed by the Board from time to time. The majority of the members of the Committee should be independent non-executive directors.

1.2 The Nomination Committee shall consist of different genders.

1.3 The Board shall nominate one of the members who shall be an independent non-executive Director ("**INEDs**") as the Chairman of the Committee.

1.4 The company secretary of the Company shall act as the Secretary of the Committee (the "**Secretary**").

2. Frequency and proceedings of meetings

2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

2.2 The Chairman of the Committee may convene additional meetings at his discretion.

2.3 The quorum of a meeting shall be two members of the Committee and one of them must be an INEDs. 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.

2.4 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.

2.5 Meetings of the Committee shall be summoned by the Secretary at the request of any member thereof.

2.6 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, at least three working days prior to the date of the meeting.

2.7 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall able to speak by prior arrangement with the Chairman of the Committee.

2.8 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

2.9 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board.

3. Duties, powers and functions

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 INEDs;

(d) where the Board propose a resolution to elect and individual as an Independent Non-executive Director at the general meeting, it 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 individual and why the Board believes the individual should be elected;

   (ii) If the proposed INED will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board;

   (iii) The perspectives, skills and experience that the individual can bring to the board; and

   (iv) How the individual contributes to the diversity of the board.

(e) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

(f) support the Company's regular evaluation of the Board's performance.