



環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8007)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Nomination Committee (the “**Committee**”) of Global Strategic Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is established by the board of directors of the Company (the “**Board**”).

Membership and Quorum

Members and Chairman of the Nomination Committee shall be appointed by the Board from time to time. The Committee shall consist of not less than three members and include at least one director of a different gender. The majority of the Nomination Committee members must be independent non-executive directors of the Company (“**INEDs**”). The Nomination Committee must be chaired by the chairman of the Board or an independent non-executive director.

The term of each appointment to the Committee shall be determined by the Board upon appointment.

A quorum shall be any two members of the Committee.

Duties

The duties of the Committee shall be:

- (a) 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, or professional experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

- (b) to develop, review and implement, as appropriate, the nomination policy for the Board's consideration and approval, and to make disclosure of such policy or summary of such policy in the corporate governance report of the Company annually;
- (c) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assess the independence of independent non-executive directors and make disclosure of its review results in the corporate governance report of the Company;
- (e) to make recommendations to the Board on appointments to fill vacancies on the Board and/or in senior management, and on the the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- (f) where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used by identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;
 - if the proposed INED will be holding his/her seventh (or more) directorship of an issuer listed on GEM or the Main Board, why the Board believes such individual would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that such individual can bring to the Board; and
 - how such individual contributes to diversity of the Board;
- (g) to annually review and disclose its assessment of each director's time commitment and contribution to the Board, as well as each director's ability to discharge his/her responsibilities to the Group effectively;
- (h) to support the Group's regular evaluation of the Board's performance;
- (i) to monitor the implementation of the Board Diversity Policy of the Company and bring to the attention of the Board any significant issues on this matter from time to time;

- (j) to annually review the Board Diversity Policy of the Company including any measurable objectives for implementing the Board Diversity Policy adopted by the Board from time to time and progress on achieving these objectives, and to make recommendations to the Board for decision as and when necessary and appropriate, with disclosure of the policy or a summary thereof in the corporate governance report; and
- (k) to consider other topics and review other documents as may be reasonably requested by the Board from time to time.

Consultation

The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company, have access to independent professional advice to perform its responsibilities where it considers necessary.

Secretary

The secretary of the Company (or his/her delegate) shall be the secretary of the Committee (the “Secretary”).

Meetings

The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet not less than once a year.

The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

Reporting

Minutes of each Committee’s meeting should be kept by the Secretary and should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the Committee’s meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.

The Committee should report to the Board on a regular basis. 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 findings and recommendations of the Committee.

Authority

In performing its duties within its terms of reference, the Nomination Committee is authorised by the Board:

- to be supplied with adequate information, in a timely manner, by the Company to enable it to make informed decision;
- to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference;
- to have access to independent professional advice if necessary; and
- to be provided with sufficient resources by the Company.

The above Terms of Reference shall be updated and revised by the Board as and when necessary.

(The above being amended and adopted by the Board on 30 June 2025.)