

PARADISE ENTERTAINMENT LIMITED
滙彩控股有限公司*
(the “Company”)
(Incorporated in Bermuda with limited liability)
(Stock Code: 1180)

**TERMS OF REFERENCE OF
NOMINATION COMMITTEE**
(the “Committee”)
(Revised on 27 June 2025)

Membership

1. The Committee shall consist of at least three members appointed by the Company’s board (the “**Board**”) of directors (the “**Directors**”) from time to time, a majority of which shall be independent non-executive Directors. The Committee shall have at least one member of a different gender.
2. The Board shall appoint one of the independent non-executive Directors or the chairman of the Board as the Committee’s Chairman.
3. The Company Secretary of the Company shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least once annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his/her discretion.
6. The quorum of a meeting shall be two Committee members.
7. Proceedings of the Committee’s meetings shall be governed by the Bye-Laws of the Company.
8. The members of the Nomination Committee should ensure that they devote sufficient time and make contributions to the Company that are commensurate with their role and Board responsibilities.

Duties, powers and functions

9. The Committee shall:
 - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge, experience 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 implement the Company’s corporate strategy;

- (ii) consider the selection criteria of Directors, and develop and review, as appropriate, the policy for the nomination procedures and the process and criteria adopted by the Committee to source, select, and recommend candidates for directorship and to stand for election by the Company's shareholders ("**Shareholders**");
- (iii) identify and nominate individuals suitably qualified to become Board members and select or make recommendations to the Board and the Shareholders on the selection of individuals nominated for directorships, with due regard for the benefits of diversity on the Board. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
- (iv) identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
- (v) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report published by the Company from time to time (the "**Corporate Governance Report**");
- (vi) regularly review and assess each Director's time commitment and contribution to the Board, the time required from a Director to perform his/her responsibilities, as well as a Director's ability to discharge his/her responsibilities effectively;
- (vii) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for the Directors, the Chairman, the Chief Executive as well as the senior management;
- (viii) develop the board diversity policy of the Company (the "**Board Diversity Policy**"), the workforce diversity policy of the Company (the "**Workforce Diversity Policy**"), and disclose the policy or a summary of the policy in the Corporate Governance Report;
- (ix) review the implementation and effectiveness of the Board Diversity Policy and the Workforce Diversity Policy on an annual basis, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy and the Workforce Diversity Policy and the progress on achieving the objectives;
- (x) support the Company's regular evaluation of the Board's performance;
- (xi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (xii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

10. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

11. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

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