



## **CRAZY SPORTS GROUP LIMITED**

**瘋狂體育集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 82)**

### **Nomination Committee of Crazy Sports Group Limited (the “Company”) (the “Committee”)**

#### **Terms of Reference**

The Committee was set up in 2008. The majority of the Committee members are independent non-executive directors of the Company.

#### **1 MEMBERSHIP**

- 1.1 The Committee members shall be appointed by the board of directors of the Company (the “Board”) from amongst the directors of the Company (the “Directors”) of which a majority so appointed shall be independent non-executive Directors whose terms shall run concurrently with their terms as the Directors.
- 1.2 The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director.
- 1.3 The Committee shall consist of not less than three members.
- 1.4 At least one Director of a different gender should be appointed to the Committee.

#### **2 AUTHORITY**

- 2.1 The Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 2.2 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.

- 2.3 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 necessary at the Company's expense.
- 2.4 The Committee shall be provided with sufficient resources by the Company to perform its duties.

### **3 DUTIES**

The Committee shall perform the following duties:-

- 3.1 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;
- 3.2 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;
- 3.3 to assess the independence of independent non-executive Directors;
- 3.4 to make recommendations to the Board on the appointment or re-appointment of the Directors (including re-election by shareholders of Directors by rotation) and succession planning for the Directors, in particular the chairman and the chief executive of the Company;
- 3.5 support the Company's regular evaluation of the Board's performance;
- 3.6 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it shall 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 they believe the individual should be elected and the reason why they consider the individual to be independent; (ii) if the proposed independent non-executive director will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM, 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; (iv) and how the individual contributes to diversity of the Board;
- 3.7 to determine and review the policy for the selection and nomination of the Directors and the procedures for sourcing of suitably qualified directors for consideration of the Board and implement such a policy and procedures once approved;

- 3.8 to monitor the implementation of board diversity policy by Board members; to review the policy, as appropriate, to ensure the effectiveness of the policy; to discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
- 3.9 to keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensure the continued ability of the Company to compete effectively in the market place;
- 3.10 in making decisions on nomination of the Directors, to adopt certain criteria to assist in its evaluation which includes the candidate's academic, professional and business background, his/her past responsibility, exposure to the business environment in which the group operates and intends to be engaged in and his/her experience including directorship or senior management level involvements with other entities, and the candidate's contribution or achievement to the group;
- 3.11 in identifying suitable candidates, to use such methods to facilitate the search as it may deem appropriate; consider candidates from a wide range of backgrounds; take care that if the appointees have enough time available to devote to the position;
- 3.12 to 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 professional qualification and work experience, existing directorship of listed issuer in Hong Kong and other significant external time commitments of the Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience; and
- 3.13 to exercise such other powers, authorities and discretions, and perform such other duties in relation to the nomination of the Directors as the Board may from time to time delegate to it, having regard to the Corporate Governance Code and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

#### **4 MEETINGS AND REPORTS**

- 4.1 The Committee shall meet not less than once a year.
- 4.2 The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of the Directors.
- 4.3 The Committee may invite any Directors or executives of the Company or other persons to attend meetings of the Committee as it may from time to time consider desirable to assist the Committee in performing its duties.

- 4.4 Information in relation to the Committee shall be included for the accounting period in the Corporate Governance Report in the annual reports of the Company as required by the Listing Rules from time to time.

The terms of reference of the Committee are available on The Stock Exchange of Hong Kong Limited's website and the Company's website.

*Revised on 30 June 2025*