



apollo

APOLLO FUTURE MOBILITY GROUP LIMITED

APOLLO 智慧出行集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 860)

NOMINATION COMMITTEE

TERMS OF REFERENCE

A. CONSTITUTION

The Nomination Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Apollo Future Mobility Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on 31 March 2006.

B. NOMINATION COMMITTEE

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”) and shall consist of not less than three members, a majority of whom shall be independent non- executive Directors, and at least one member shall be of a different gender.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board.
- 1.3 The company secretary, or in his absence, his representative, shall act as the secretary of the Nomination Committee. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

2. Attendance at meetings

2.1 A quorum shall be two members. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

3. Frequency of meetings

3.1 Meeting shall be held at least once a year. The Nomination Committee members may call any meetings at any time when necessary or desirable.

4. Authority

4.1 The Nomination Committee is authorized by the Board to seek any necessary information from the employees of the Group which is within the Nomination Committee's scope of duties.

4.2 The Nomination Committee is authorized by the Board to obtain independent professional advice, at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

5. Duties

5.1 The duties of the Nomination Committee shall include, but not be limited to the following:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, to 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 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships of the Company;
- (c) to assess the independence of independent non-executive Directors;

- (d) to 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 of the Company;
- (e) to review and assess at least annually the time commitment and contribution to the Board by each Director, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
- (f) to review and develop the Board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives;
- (g) to support the Company's regular evaluation of the Board's performance.

5.2 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (a) the process used for identifying the individual and why the Board believes he/she should be elected and the reasons why it considers him/her to be independent;
- (b) 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;
- (c) the perspectives, skills and experience that the individual can bring to the Board; and
- (d) how the individual contributes to diversity of the Board.

Note: The Chinese translation of the terms of reference is for reference only. In case of inconsistency, the English version shall prevail.

(Adopted on 31 March 2006 and revised on 2 April 2026)