Easyhold Group Holdings Limited

誼和股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1703)

NOMINATION COMMITTEE

TERMS OF REFERENCE

These Terms of Reference have been issued in the English language with a separate Chinese language translation. If there is any conflict in the Terms of Reference between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

Latest Version: 30 June 2026

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NOMINATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

1.1 The Nomination Committee (the "**Nomination Committee**") of Easyhold Group Holdings Limited (the "**Company**") was established pursuant to a resolution passed by the Board of Directors (the "**Board**") of the Company.

1.2 These Terms of Reference of the Nomination Committee was adopted by the Board on 30 June 2026.

1.3 This revised version shall supersede any terms of reference previously adopted by the Board.

2. FUNCTIONS AND OBJECTIVES

2.1 The Nomination Committee is appointed by the Board. Its core objectives are to conduct regular reviews on the Board's composition, structure and diversity, oversee the implementation of the board diversity policy, formulate director nomination and succession arrangements, select suitable candidates for directorships, and ensure the director nomination process is fair, transparent and in alignment with the Company's corporate strategy.

3. MEMBERSHIP

3.1 The members of the Nomination Committee (the "**Member(s)**") shall be appointed by the Board from among the Directors. The Committee shall consist of not less than three members, and the majority of the Members shall be independent non-executive Directors.

3.2 The Nomination Committee shall include at least one member of a different gender to comply with the board diversity requirements.

3.3 The chairman of the Nomination Committee (the "**Chairman**") shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

3.4 In the absence of the Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting provided that such Member is an independent non-executive Director. The chairman of the Board shall not chair the Nomination Committee meeting when it is dealing with the matter of succession to the Chairmanship.

3.5 All Members shall declare any personal interests or conflicts of interest in relation to matters being considered at the meeting. Any Member with a conflict of interest shall abstain from participating in the discussion and voting on the relevant matters.

4. MEETINGS

4.1 The company secretary of the Company or such other person appointed by the Nomination Committee shall be the secretary of the Nomination Committee.

4.2 A quorum of the Nomination Committee shall be any two Members.

4.3 Notice of any meetings shall be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice given, a Member attending the meeting shall be deemed to have waived the required notice period. Notice of any adjourned meetings is not required if the adjournment is for less than 7 days.

4.4 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

4.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

4.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

4.7 Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

4.8 Full minutes of Nomination Committee meetings shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Members for their comment and records respectively within a reasonable time after the meeting. Such minutes shall be available for inspection by any director on reasonable notice at any reasonable time.

4.9 At the invitation of the Nomination Committee, the chairman of the Board and/or managing Director, head of human resources, external advisers and other persons may attend the meetings.

4.10 Only Members are entitled to vote at the meetings.

4.11 The Chairman, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Nomination Committee's duties and responsibilities require.

4.12 The Nomination Committee shall meet at least once a year.

5. AUTHORITY

5.1 A Member may, through the company secretary, seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties under these Terms of Reference.

5.2 The Nomination Committee shall have the right to require the Company's management to furnish any information it requires for the purposes of performing its duties.

5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

6. DUTIES & RESPONSIBILITIES

The Nomination Committee shall have the following duties and responsibilities:

6.1 To develop, review and implement, as appropriate, the nomination policy and succession plan policy for the Board's consideration and approval.

6.2 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.

6.3 To identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships.

6.4 To assess the independence of independent non-executive Directors.

6.5 To 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.

6.6 To support the Company's regular evaluation of the Board's overall performance at least once every two years.

6.7 To formulate, review measurable objectives for the implementation of the board diversity policy and monitor the progress of achieving such objectives on an ongoing basis.

6.8 To conduct annual review on each independent non-executive Director, including reviewing their length of tenure (in particular tenure exceeding nine consecutive years) and the total number of directorships held in other listed issuers (in particular holding more than six listed company directorships), to ensure full compliance with the Listing Rules and the Corporate Governance Code.

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

(a) the process used to identify the individual, and the reasons why the Board believes the individual should be elected and why the individual is considered to be independent;

(b) the perspectives, skills, and experience that the individual can bring to the Board;

(c) how the individual will contribute to the diversity of the board.

7. REPORTING PROCEDURES

7.1 The secretary shall circulate the minutes of meetings and reports of the Nomination Committee to all Members.

7.2 The Nomination Committee shall report at the forthcoming regular Board meeting any key decisions made by the Nomination Committee.

7.3 If material disagreements between the Nomination Committee and the Board cannot be resolved, the Nomination Committee shall be entitled to state its independent views in the annual Corporate Governance Report.

8. PUBLICATION OF THE TERMS OF REFERENCE

8.1 These Terms of Reference shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company. It is also available at the Company's principal place of business in Hong Kong for inspection by shareholders during normal business hours.

9. ANNUAL REVIEW OF TERMS OF REFERENCE

9.1 The Nomination Committee shall conduct an annual review of these Terms of Reference and its own performance and effectiveness. Any proposed amendments shall be submitted to the Board for approval in a timely manner to ensure continuous compliance with the Listing Rules and the Corporate Governance Code as amended from time to time.