Lvji Technology Holdings Inc.
驢跡科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1745)

(the "Company")

Terms of Reference for the Nomination Committee

(Adopted by a resolution of the board of directors of the Company passed on 20 December 2019 and amended with the approval of the board of directors on 30 June 2025)

Constitution

1. The board of directors (the "**Board**") of the Company hereby resolves to establish a committee of the Board to be known as the Nomination Committee (the "**Committee**").

Membership

2. Members of the Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company. At least one director of different gender is on the Committee.

3. The terms of office of the members of the Committee will be consistent with the terms of office of members of the Board. Each appointment to the Committee shall be for a period of up to three years. The member may be re-elected upon the expiry of his/her term of office. During his/her term of office, if any member ceases to hold office as a director, he/she will automatically be disqualified as a member of the Committee and the vacancy shall be filled in accordance with clause 2 above.

Chairman

4. The Board shall appoint the chairman of the Committee (the "**Chairman**"), which shall be the chairman of the Board or an independent non-executive director.

5. The Chairman has the responsibility of liaising with the Board and shall chair the meetings of the Committee.

6. In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meetings of the Committee.

7. The Chairman or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to any questions from the shareholders on the Committee's activities.

8. The Chairman shall not chair the meeting of the Committee when it is dealing with the succession of chairmanship.

Secretary

9. The company secretary of the Company shall be the secretary of the Committee (the "**Secretary**").

10. The Secretary or his/her delegate shall attend meetings of the Committee to take minutes.

11. In the absence of the Secretary, the members present at the meeting shall elect another person as the Secretary.

Authority

12. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

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

Duties

14. In relation to the nomination of the Board members, the duties of the Committee which should be carried out with adequate consideration of the principles under Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") include:

    (a) review the structure, size and composition (including the skills, gender, 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;

    (b) identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

    (c) assess the independence of independent non-executive directors;

(d) 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;

(e) determine the policy, procedures and criteria for the nomination of directors (the "**Board Diversity Policy**"), with due regard for the benefits of diversity on the Board; and

(f) review the Board Diversity Policy regularly (including any measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving those objectives); and make disclosure of its review results in the Company's Corporate Governance Report;

(g) make recommendations to the Board on the membership of Board committees, e.g. the audit committee and the remuneration committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;

(h) before recommending an appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:

    (1) use such method or methods to facilitate the search as it may deem appropriate;

    (2) consider candidates from a wide range of backgrounds; and

    (3) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position;

(i) make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to law and their service contracts;

(j) keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;

(k) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(l) review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

(m) ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting our clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings; and

(n) support the Company to conduct regular evaluation of the performance of the Board.

Quorum

15. The quorum of the meeting of the Committee is two-thirds of the members. Each member shall have one vote and any resolution of the meeting shall be passed by a simple majority of votes of all the members.

16. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her associates have a material interest.

17. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

18. The directors, supervisors and senior management of the Company may be invited by the Committee to attend its meeting, when necessary.

19. The Committee may invite external parties to attend such meeting(s) and to provide professional advice for its decision-making. The cost shall be borne by the Company, when necessary.

Frequency of meetings

20. Meetings shall be held at least twice a year.

Attendance at meetings

21. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication.

22. Should any member of the Committee wish to attend a meeting through electronic communications, prior arrangements shall be made with the Secretary.

Notices of Meetings

23. Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

24. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and to any other person required to attend:

    (a) in relation to all regular meetings of the Committee, at least 14 days before the date of the meeting; and

    (b) in relation to all other meetings of the Committee, at least 3 days prior to the date of the meeting.

    Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

25. Any member of the Committee shall be entitled, by notice to the Secretary, to include other matters relevant to the functions of the Committee in the agenda of a meeting of the Committee.

Minutes of Meetings

26. The Secretary (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed.

27. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the Secretary shall circulate the minutes and reports of the Committee to all members of the Committee and to all members of the Board.

28. Minutes of the Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Committee or other members of the Board at any reasonable time on reasonable notice.

Reporting Responsibilities

29. The Chairman shall report formally to the Board on proceedings after each meeting on all matters within its duties and responsibilities.

30. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its authority where action or improvement is needed.

31. The Committee shall provide to the Board all the information set out in Appendix C1 of the Listing Rules to enable the Company to prepare the Corporate Governance Report in its annual report in compliance with the said Appendix C1.

Others

32. The Committee shall have access to sufficient resources in order to perform its duties. In the event that the Committee determines that it has insufficient resources, it may make a request for additional resources to the Chairman. If the request for additional resources is denied, the Committee may, if it chooses, make a request to the Board through the Secretary. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.

33. All members of the Committee shall have access to the advice and services of the Secretary with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.

34. In the event that the Committee or any member of the Committee requires access to independent professional advice in connection with its/his/her duties and responsibilities, a request may be made to the Secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.

35. At the expense of the Company, every newly appointed member of the Committee shall be given a comprehensive, formal and tailored induction on the first occasion of his/her appointment, and subsequently such briefing and professional development as is necessary, to ensure that he/she has a proper understanding of the operations and business of the Company and that he/she is fully aware of his/her responsibilities as a member of the Committee.

36. Every member of the Committee shall give sufficient time and attention to his/her duties as a member of the Committee. He/She shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.

37. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval unless otherwise required by the Listing Rules and any other applicable laws and regulations.

38. Personnel present at the meeting of the Committee shall be obliged to keep all matters discussed in such meeting confidential, and shall not disclose any relevant information without authorisation.

39. The interpretation of these terms of reference shall be vested in the Board.

40. The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

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