



AGTech Holdings Limited

亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

Terms of Reference for Nomination Committee

Purpose

1. The purpose of the Nomination Committee is to assist, identify, screen and recommend to the board of directors (the “Board”) of AGTech Holdings Limited (the “Company”) appropriate candidates to serve as directors of the Company (“Directors”), to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of a majority of independent non-executive Directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited. The Board shall appoint one member of the Nomination Committee as the Chairman of such committee who shall either be the Chairman of the Board or an independent non-executive Director.
- 2A. The Company shall appoint at least one director of a different gender to the Nomination Committee.

Meetings

3. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require and shall act by unanimous written consent.
4. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports or recommendations to the Board.

* For identification purpose only

5. The meetings and proceedings of the Nomination Committee are governed by the provisions of the Bye-Laws of the Company (as amended from time to time) for regulating the meetings and proceedings of the Board, so far as the same are applicable.

Access

6. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the Chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of Directors.

Reporting Procedures

7. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of this Nomination Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.
8. Draft and final versions of minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Company which shall be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meetings. Minutes shall be open for inspection at any reasonable time on reasonable notice by any Director.

Authority

9. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from external legal, accounting or other advisors at the expense of the Company if necessary.

Responsibilities and Duties

10. The Nomination Committee shall perform the following duties:
 - (a) to review the structure, size, composition and diversity (including without limitation, gender, age, ethnicity, educational background, skills, knowledge, professional 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 complement the Company's corporate strategy;

- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships with due regard for the benefits of diversity;
- (c) to support the Company's regular evaluation of the Board's performance;
- (d) to review the Board Diversity Policy, as appropriate, and the measurable objectives that the Board has set for implementing this policy; to monitor the progress on achieving the objectives; and to make the relevant disclosure in the Corporate Governance Report;
- (e) to assess the independence of independent non-executive Directors; and
- (f) 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.

Adopted on 24 June 2005 and revised on 23 March 2012, 8 November 2013, 29 December 2022 and 26 November 2025.

(The English version shall always prevail in case of any inconsistency between English version and its Chinese translation.)