

ECI Technology Holdings Limited

(incorporated in the Cayman Islands with limited liability)
(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

**(Adopted by the Board on 17 February 2017,
amended on 31 December 2018, 29 November 2023 and 30 June 2025)**

1 Membership

- (a) The Nomination Committee (hereinafter referred to as the “**Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”). The Committee shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company (the “**INEDs**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) from time to time.
- (b) The chairman of the Committee shall be the chairman of the Board (the “**Chairman**”) or an INED.
- (c) The Committee shall consist of at least one director of a different gender.

2 Attendance at Meetings

- (a) Unless otherwise stated herein, the meetings of the Committee are governed by the provisions contained in the Company’s articles of association for regulating the meetings and proceedings of directors.
- (b) The quorum for a meeting of the Committee shall be two members, both of whom must be INEDs.
- (c) Where the Chairman is not a member of the Committee, he/she may attend meetings of the Committee.
- (d) The Committee may, where appropriate, invite external advisers and/or members of the management of the Company to attend the meeting to advise its members.

- (e) The company secretary shall be the secretary of the Committee who should attend all meetings of the Committee.
- (f) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

3 Frequency of Meetings

Meetings shall be held not less than once a year. Any member of the Committee may request a meeting if he/she/they consider(s) that one is necessary and upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members with priority given to the INEDs.

4 Committee's Resolutions

A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the GEM Listing Rules for a physical meeting of the Board or Committee to be held.

5 Authorities

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorised to seek any information it requires from any employee or executive director and such persons are directed to co-operate with any request made by the Committee.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- (c) The Committee is to be provided with sufficient resources by the Company to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

6 Purpose and General Responsibilities

The purpose of the establishment of the Committee is:

- (a) to ensure the presence of a formal and transparent procedure for the appointment of new directors to the Board and the Board committees;
- (b) ensuring that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company and its subsidiaries (the “**Group**”) to enable it to discharge its duties effectively; and
- (c) assist the Board in succession planning for the Board and senior management.

7 Duties

The duties of the Committee shall be:

- (a) 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. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve board diversity;
- (b) draw up, review and update, as appropriate, the diversity policy for the Board’s approval having due regard to the requirements of the GEM Listing Rules, review and update the objectives that the Board has set for implementing such policy;
- (c) develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board’s approval. Such criteria includes but not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (d) 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;

- (e) assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited 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) assess the independence of the INEDs, including the length of tenure and any issue of overboarding. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should 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 the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - ii. if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, 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; and
 - iv. how the individual contributes to diversity of the Board;
- (g) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the Chairman and chief executive of the Company, taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (h) keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- (i) evaluate the needs for, and monitor the training and development of directors;

- (j) develop the procedures for the performance evaluation of the Board committees:
 - i. review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - ii. recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable;
 - iii. review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/ or any Board committees and make recommendations for any changes;
- (k) review and recommend to the Board any revisions to the diversity policy, as appropriate, review the measurable objectives that the Board has set for implementing the diversity policy to ensure its effectiveness as well as disclosing the diversity policy or a summary of such policy in the corporate governance report annually;
- (l) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the GEM Listing Rules or applicable law;
- (m) ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his/her duly appointed delegate, to be available to answer questions at the annual general meeting of the Company;
- (n) assess and record all factors, considerations, decision-making processes, and discussions that are relevant to whether independent non-executive directors who have served for more than nine years in the Company shall be re-elected by the shareholders; and
- (o) support the Company's regular evaluation of the Board's performance.

8 Reporting Procedures

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

- (b) The Committee's recommendations on nomination will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary.
- (c) Such recommendations will be supported by the resume in respect of the individuals concerned.

9 Minutes and records

- (a) Full minutes of the meetings of the Committee should be kept by the secretary of the Committee.
- (b) Draft and final versions of the minutes of the Committee should be circulated to all member of the Committee for their comments and records respectively within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- (c) The secretary of the Committee shall record individual attendance of members of the Committee, on a named basis, at meetings.

10 Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the GEM Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on The Stock Exchange of Hong Kong Limited's website and the Company's website.