



TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

DIRECTOR NOMINATION POLICY

I. Objective

- 1.1 This Policy sets out the approach and procedures the board of directors of the Company (the “Board”) adopts for the nomination and selection of directors of the Company (the “Directors”), including the appointment of additional Directors, replacement of Directors, and re-election of Directors.

II. Policy Statement

- 2.1 The Company recognises the importance of having a qualified and competent Board to achieve the Group corporate strategy as well as promote shareholder value.
- 2.2 The Company believes that a Board that possesses a balance of skill set, experience, expertise and diversity of perspectives enhances decision-making capability and the overall effectiveness of the Board. The Board is committed to ensuring that proper nomination and election processes are in place for the selection and nomination of Directors.
- 2.3 The nomination committee of the Company (the “Committee”) shall identify, assess, select and nominate suitable director candidates to the Board for it to consider for appointment.
- 2.4 The ultimate responsibility for the selection and appointment of Directors rests with the Board as a whole.

III. Selection Criteria

- 3.1 In the determination of the suitability of a candidate, the Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The Committee shall consider the following selection criteria and such other factors that it may consider appropriate for a position on the Board:
 - (i) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity

profile and skills matrix of the Board and the needs of the Board.

- (ii) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.
- (iii) **Commitment:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities.
- (iv) **Motivation:** The candidate should be self-motivated and have a strong interest in the Company's businesses.
- (v) **Integrity:** The candidate should be a person of integrity, honesty, good reputation and high professional standing.
- (vi) **Independence:** Independent non-executive director ("INED") candidates must satisfy the independence requirements under the Listing Rules. The INED candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company.

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

IV. Nomination Procedures

4.1 Appointment of New and Replacement Directors

- (i) If the Committee determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.
- (ii) Upon compilation and interview of the list of potential candidates, the Committee will shortlist candidates and make recommendation based on the selection criteria and such other factors that it considers appropriate for consideration by the Board. The Board has the final authority on determining suitable director candidate for appointment.

4.2 Re-election of Directors and Nomination from Shareholders

- (i) Where a retiring Director, being eligible, offers himself for re-election, the Committee shall consider and, if consider appropriate, make recommendation to the Board for its consideration, for such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.

- (ii) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the Company Secretary of the Company within the lodgment period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) a written confirmation from such nominated candidate of his or her willingness to stand for election, and (c) biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

V. Review and Monitoring

- 5.1 The Committee will from time to time review this Policy, monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice and makes recommendation on any proposed revisions as may be required to the Board for approval.

VI. Disclosure and Publication

- 6.1 This Policy is available on the Company's website for public information.
- 6.2 A summary of this Policy, and the progress on achieving the objectives set in this Policy, will be disclosed in the Corporate Governance Report of the Company annually.

Revised and adopted on 1 April 2021