



TOM Group Limited

TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2383

("Company")

NOMINATION COMMITTEE - TERMS OF REFERENCE

Below are the Terms of Reference of the Nomination Committee of the Company (the "Committee") established on 1 April 2021, and such terms are amended and approved by the board (the "Board") of directors (the "Directors") of the Company from time to time in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

1. Membership

- 1.1 Members of the Committee (the "Members") shall be appointed by the Board.
- 1.2 Majority of the Members shall be independent non-executive Directors, with at least one Member of a different gender.
- 1.3 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive Director appointed by the Board.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

3. Meetings

- 3.1 The Committee shall meet at least once a year.
- 3.2 Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The quorum of the Committee shall be any two Members.

- 3.4 Meetings could be held in person, by telephone or by 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.
- 3.5 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. Attendance at Meetings

- 4.1 At the invitation of the Committee, Directors, executives and other persons may attend all or part of any meetings.
- 4.2 Only Members are entitled to vote at the meetings.

5. Annual General Meeting

- 5.1 The Chairman of the Committee or another Member shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the activities of the Committee and their responsibilities.

6. Responsibility, Powers and Discretion

The Committee shall have the following responsibilities, powers and discretion:

- 6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity profile) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
- 6.2 to identify suitable director candidates and select or make recommendation to the Board on the selection of individuals to be nominated as Directors;
- 6.3 to assess the independence of independent non-executive Directors having regard to the criteria under the Listing Rules;
- 6.4 to make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- 6.5 to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;
- 6.6 to support the regular evaluation of the performance of the Board; and

- 6.7 to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

7. Reporting Responsibilities

- 7.1 The Committee shall report to the Board as and when appropriate.

8. Authority

- 8.1 The Committee is authorised by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 8.2 The Committee is authorised by the Board where necessary to have access to independent professional advice.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

- 8.3 The Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

- 9.1 The terms of reference are posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

Remark: “senior management” refers to the same persons referred to in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.

To the extent that there are any inconsistencies between the English version and the Chinese version of these Terms of Reference, the English version shall prevail.

First adopted: 1 April 2021
First update: 14 June 2024
Second update : 1 September 2025