

HUSCOKE HOLDINGS LIMITED
(the “Company”)

NOMINATION COMMITTEE
TERMS OF REFERENCE

1. Membership

- 1.1 The nomination committee shall comprise not less than three members appointed by the Board, with a majority being independent non-executive directors, including at least one member of a different gender.
- 1.2 The nomination committee must be chaired by the chairman of the Board or an independent non-executive director within the nomination committee, and the chairman must be appointed by the Board.
- 1.3 The company secretary of the Company shall act as the secretary of the nomination committee. The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

2. Frequency and proceedings of meetings

- 2.1 The nomination committee should meet at least once a year. Any member of the nomination committee or its secretary can call for a meeting as necessary.
- 2.2 Meetings of the nomination committee shall be convened by the chairman of the nomination committee.
- 2.3 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the nomination committee and any other person required to attend at least three working days before the intended meeting date.
- 2.4 The quorum for meetings of the nomination committee shall be two members. A duly convened meeting of the nomination committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the nomination committee.
- 2.5 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 2.6 Resolutions of the nomination committee should be passed by more than half of the members. Nomination committee members may pass resolutions by way of written resolutions, but such must be passed by all nomination committee members in writing.

3. Minutes of the Meetings

Full minutes of nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and should be available for inspection at any reasonable time on reasonable notice by any director of the Company. Minutes of the meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the meeting should be sent to all committee members for their comments and records, within a reasonable time after the meeting.

4. Annual General Meeting

The chairman of the nomination committee shall attend (or in his/her absence, appoint another member of the committee or failing this his/her duly appointed delegate, to attend) the annual general meeting of the Company and be prepared to respond to shareholders' questions on the activities and responsibilities of the nomination committee.

5. Responsibilities, Duties, Powers and Functions

The nomination committee shall have the following duties and powers:

- (i) review the structure, size and composition (including the skills, knowledge and experience and diversity of perspectives) 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 nomination 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;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships with due regard for the benefits of diversity on the Board;
- (iii) to assess the independence of independent non-executive directors;
- (iv) to support the Company's regular evaluation of the Board's performance;
- (v) to review and 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;

- (vi) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and chief executive of the Company;
- (vii) review the implementation and effectiveness of the board diversity policy including the measurable objectives that the Board has set and the progress on achieving the objectives, and nomination policy on an annual basis, and to make disclosure of a summary of such policies and the review results of the Board in the Corporate Governance Report of the Company annually;
- (viii) where the Board proposes a resolution to elect an individual as an independent nonexecutive 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:
 - the process used for identifying the candidate and why the Board believes the candidate should be elected and the reason why it considers the candidate to be independent;
 - if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, the reason why the Board believes the candidate would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that the candidate can bring to the Board; and
 - how the candidate can contribute to diversity of the Board.
- (ix) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitutional document of the Company or imposed by the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or applicable laws;
- (x) to consider other matters, as determined or assigned by the Board from time to time or otherwise required by the Listing Rules from time to time;
- (xi) make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the respective websites of the Stock Exchange and the Company; and
- (xii) ensure the committee on which he or she serves to perform their powers and functions conferred on them by the Board.

6. Reporting Responsibilities

- 6.1 The nomination committee has to report to the Board after each meeting on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).
- 6.2 The nomination 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.

7. Authority

- 7.1 The nomination committee is authorized by the Board to invite advisors to attend the meeting, including but not limited to external advisors or consultants to advise its members.
- 7.2 The nomination committee is authorized by the Board, at the Company's expenses, to seek appropriate professional independent advice inside and outside the Group as and when it considers this necessary.

8. Other

The nomination committee shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval.

Remark:

If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

Latest amendment date: 30 June 2025