



Crypto Flow

Crypto Flow Technology Limited

加暴科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8198)

(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

**Revised by the board (the “Board”) of directors (the “Directors”) of the Company
on 27 March 2024**

1. Membership

- 1.1 Members of the Nomination Committee (the “**Committee**”) shall be appointed or removed by the Board.
- 1.2 The Committee shall consist of not less than three members appointed by the Board (“**Committee Members**”).
- 1.3 A majority of the Committee Members shall be independent non-executive directors of the Board (“**INEDs**”). Any casual vacancy in the rank of INEDs in the Committee shall not forbid the remaining members of the Committee from performing its duties until the filling up of that vacancy.
- 1.4 The chairman of the Committee shall be appointed by the Board and should be the chairman of the Board or an INED.

2. Secretary

- 2.1 The company secretary shall also be the secretary of the Committee.
- 2.2 The secretary shall keep proper minutes of the meetings of the Committee and co-ordinate with the activities of the Board and other Committee(s) of the Board.
- 2.3 Minutes signed by all the Committee Members shall be valid as if a meeting has been properly convened and held.

3. Quorum at Meetings

- 3.1 The quorum necessary for the transaction of business at a meeting of the Committee shall be two (2).
- 3.2 Proxy is not allowed at meetings of the Committee.

4. Meetings

- 4.1 The Committee regulates the frequency of its meetings as it thinks fit.
- 4.2 The Committee shall meet at least once a year. Additional meetings of the Committee may be held as and when required.
- 4.3 Committee meetings shall be summoned by the secretary of the Committee, or at the request of any of the members.
- 4.4 Committee Members may participate in any meeting of the Committee by means of a conference or other electronic equipment as long as all participants in the meeting can communicate simultaneously with each other.
- 4.5 Two (2) clear days' notice is required for meetings, unless all Committee Members agree to shorter notice.
- 4.6 The chairman of the Committee shall chair the meetings of the Committee, and should he be absent from a meeting, the other remaining INEDs shall choose among themselves to be the chairman of that meeting.
- 4.7 Questions arising at any Committee meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

5. Annual General Meeting

The chairman of the Committee or in his absence, another Committee Member or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to shareholder's questions at the annual general meeting on the Committee's activities and their responsibilities.

6. Authority

- 6.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised by the Board where necessary to access to outside legal or other independent professional advice at the Company's expense.
- 6.3 The Committee shall be provided with sufficient resources by the Company to perform its duties.

7. Duties

The duties of the Committee shall be determined as the Board delegates, which shall include: -

- 7.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2 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;
- 7.3 To assess the independence of INEDs;
- 7.4 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;
- 7.5 To consider other topics as defined by the Board; and
- 7.6 To review the implementation and effectiveness of the Board Diversity Policy at least annually; review measurable objectives for the implementation of the Board Diversity Policy and monitor progress towards the achievement of such objectives; and make the relevant disclosure in the Corporate Governance Report.

8. Reporting Responsibilities

- 8.1 The Committee shall report formally to the Board on its proceedings after each meeting on all matters falling within its duties and responsibilities.
- 8.2 The Committee shall make recommendations to the Board as it deems appropriate in any area within its scope of responsibilities and where action or improvement is needed.

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