



ECO-TEK HOLDINGS LIMITED

環康集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8169)

(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(the “Committee”)

1. Membership

- 1.1 Members of the nomination committee (the “Committee”) shall be appointed and removed by the board of directors (the “Board”). The Committee shall be made up of at least three members (“Members”).
- 1.2 The majority of Members of the Committee shall be independent non-executive directors (“INEDs”) 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 INED. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting.

2. Secretary

- 2.1 The company secretary or his/her nominee shall act as 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. Quorum, Attendance at Meetings and Resolutions

- 3.1 The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

- 3.2 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.
- 3.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.4 A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. Frequency of Meetings

The Committee shall meet at least once a year and convene additional meetings as required.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its Members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee and any other person required to attend at least 7 days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees within a reasonable period of time prior to the date of the meeting.

6. Minutes of Meetings

The Committee Secretary shall arrange for keeping of records of resolutions passed at Committee meetings, and circulate the same to all Members of the Committee within a reasonable time after each meeting and, once agreed, to all Members of the Board.

7. Responsibility, Powers and Discretion

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

- 7.1 to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) 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 implement 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. In identifying suitable candidates; the Committee shall consider candidates on merit and against the objective criteria, with due regards for the benefits of diversity on the Board
- 7.3 to assess the independence of independent non-executive directors, including length of tenure and any overboarding, review their confirmation on independence and disclose the review results in the Corporate Governance Report;
- 7.4 to make recommendations to the Board on the appointment and re-appointment of directors and succession plan of directors, in particular, the chairman and the chief executives, taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needs in future;
- 7.5 the Committee Chairman or in his/ her absence, another Member (who must be an INED) of the Committee shall attend the Company's annual general meeting(s) and be prepared to respond to shareholders' questions on the Committee's activities and responsibilities.
- 7.6 consider the skills mix required in respect of Directors with due regards for the benefits of diversity on the Board and make recommendations to the Board;
- 7.7 review the Board Diversity Policy annually to ensure its effectiveness and will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval; discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption; and ensure the progress on achieving the objectives will be disclosed in the Corporate Governance Report annually;
- 7.8 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;
- 7.9 support the Company's regular evaluation of the Board's performance, including but not

limited to the continuous professional development and training to be received by the Directors;

7.10 do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

7.11 make available these terms of reference explaining its roles and the authorities delegated to it by the Board; and

7.12 conform to any requirement, directors, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by law or in accordance with the GEM Listing Rules.

8. Reporting Responsibilities

8.1 The Committee Chairman shall report to the Board on the Committee's proceedings after each meeting and on all matters within its duties and responsibilities.

8.2 The Committee shall make recommendations to the Board it deems appropriate on any area where action or improvement is needed.

9. Authority

9.1 The Committee is authorised by the Board to seek any information it requires from senior management of the Company in order to perform its duties.

9.2 Where necessary, the Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference to perform its responsibilities.

9.3 The Committee shall be provided with sufficient resources to discharge its duties.

10. Amendments

Subject to Board approval, this Terms of Reference shall be updated with reference to the latest applicable amendments to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited adopted from time to time.

Adopted by the Board on 27 June 2025

**for identification purpose only*