GAMEONE HOLDINGS LIMITED
智傲控股有限公司

NOMINATION COMMITTEE ("COMMITTEE")
TERMS OF REFERENCE

1. Membership

   1.1 The Committee shall comprise a majority of independent non-executive directors (the "**INEDs**") appointed by the board (the "**Board**") of directors (the "**Directors**") of the Company from time to time.

   1.2 The Board shall appoint at least one Director of a different gender to the Committee.

   1.3 The Board shall nominate the chairman of the Board or an INED as the chairman of the Committee.

2. Meetings

   2.1 The Committee shall meet at least once every year. Additional meetings shall be held at the demand of Committee Chairman, if necessary.

   2.2 The quorum of a meeting shall be two members of the Committee.

   2.3 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

   2.4 Proceedings of meetings of the Committee shall be governed by the relevant provisions of the Articles of Association of the Company.

   2.5 The chairman of the Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the Committee's activities. If the chairman of the Committee is unable to attend, a member of the Committee shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholders' questions on the Committee's activities.

3. Terms of Reference

   3.1 The terms of reference of the Committee include:

   (a) to review the structure, size and composition (including the skills, knowledge and experience) 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;

(b) 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;

(c) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose in the corporate governance report annually and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a board range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;

(d) to review the policy on Board diversity (the "**Board Diversity Policy**") and the policy on diversity in the Company's workforce (including senior management) (the "**Workforce Diversity Policy**") and their implementation and effectiveness and any measurable objectives for implementing such Board Diversity Policy and Workforce Diversity Policy (as the case may be) as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its review results in the annual report of the Company annually;

(e) to assess the independence of INEDs, having regard to the requirements under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**");

(f) to 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 officer of the Company (if any);

(g) where the Board proposes a resolution to elect an individual as an INED at the general meeting, the Committee 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 reasons why it considers the candidate to be independent;
- the perspectives, skills and experience that the candidate can bring to the Board; and
- how the candidate can contribute to the diversity of the Board.

(h) to review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account the factors as required by the GEM Listing Rules;

(i) to support the Company's regular evaluation of the Board's performance at least every two years; and

(j) to review the nomination policy, the Board Diversity Policy and the Workforce Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

3.2 The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

3.3 The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

3.4 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

4. Publication of the Terms of Reference

4.1 The Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on both websites of The Stock Exchange of Hong Kong Limited and the Company.

Approved on December 2015
Amended on December 2018
Amended on August 2025