Prime Intelligence Solutions Group Limited
懶豬科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(the "**Company**")

TERMS OF REFERENCE
OF
THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS
(the "Committee")

Adopted pursuant to a resolution
passed by the board ("Board")
of directors ("Directors") of the Company
on 18 January 2018 and
revised pursuant to the resolutions passed by the Board
on 30 December 2022 and 14 August 2025

1. MEMBERSHIP

1.1 Members of the Committee ("**Members**", each a "**Member**") shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members, with at least one member of a different gender.

1.2 The majority of the Members shall be independent non-executive Directors.

1.3 The chairman (the "**Chairman**") of the Committee shall be appointed by the Board or elected among the Members and shall be the chairman of the Board or an independent non-executive Director.

1.4 The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association (the "**Articles**") of the Company.

1.5 The appointment of the Members and secretary of the Committee (the "**Secretary**") may be revoked, or additional Members may be appointed by separate resolutions passed by the Board and by the Committee. An appointment of the Member shall be automatically revoked if such Member ceases to be a Director.

1.6 The company secretary of the Company or his or her nominee shall act as the Secretary.

2. PROCEEDINGS OF THE COMMITTEE

2.1 Notice

(a) Unless otherwise agreed by all the Members, a meeting (the "**Meeting**") of the Committee shall be called by at least fourteen (14) days' notice.

(b) A Member may, and at the request of a Member, the Secretary shall, at any time summon a Meeting. Notice shall be given to each Member at least fourteen (14) days before the date of the meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission or electronic mail at the telephone number or facsimile number or address or email address from time to time notified to the Secretary by such Member or by such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) Notice of Meeting shall state the purpose, time and place of the Meeting. An agenda together with other documents which may be required to be considered by the Members for the purposes of the Meeting should generally be delivered to the Members with the Notice of Meeting and in any event not less than three (3) days before the intended date of the Meeting (or such other period as all the Members may agree).

2.2 Quorum

The quorum of the Meeting shall be constituted by two (2) Members, one of which should be an independent non-executive Director.

2.3 Frequency of Meetings

(a) The Committee shall meet before the holding of an annual general meeting of the Company where appointment of directors will be considered.

(b) Additional Meetings shall be held as the work of the Committee demands or as convened by any Members at his or her discretion.

(c) Proceedings of Meetings of the Committee shall be governed by the Articles.

2.4 Voting

Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present.

2.5 Others

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 communication equipment by means of which all persons participating in the Meeting are capable of hearing each other.

3. WRITTEN RESOLUTIONS

A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Meeting and may consist of several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by fax or other electric communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") for a Board or Committee meeting to be held.

4. ALTERNATE MEMBERS

No alternate Members can be appointed.

5. AUTHORITY

The Committee is authorised by the Board:

(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the "**Group**") and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or re-appointment as Directors;

(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary;

(d) to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment, at the Company's expenses, which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

(e) to obtain sufficient resources from the Company to perform its duties;

(f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

6. DUTIES

The duties of the Committee shall include, without limitation:

(a) to formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;

(b) without prejudice to the generality of foregoing:

(i) 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;

(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;

(iii) to assess the independence of independent non-executive Directors;

(iv) 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;

(v) to determine the policy for the nomination of Directors;

(vi) to adopt nomination procedures, process and criteria to select and recommend candidates for directorship;

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

(viii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation and the GEM Listing Rules;

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

(x) to support the regular evaluation of the performance of the Board;

(c) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

(d) to review the policy concerning diversity of the Board and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and

(e) to consider other topics, as defined by the Board.

7. REPORTING PROCEDURES

7.1 The Committee shall report to the Board on a regular basis. In particular, the Committee shall report to the Board their findings and recommendations.

7.2 Full minutes of the Meetings should be kept by the Secretary. Draft and final versions of minutes of Meetings shall be circulated to all Members for their comment and records within a reasonable period of time after each Meeting. The Secretary shall circulate draft and final versions of the minutes of Meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on regular basis. The Secretary shall keep record of all Meetings held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meeting held during that financial year.

7.3 Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

8. ANNUAL GENERAL MEETING

The Chairman or another Member shall attend the Company's annual general meeting and be prepared to respond to questions raised by shareholders on the Committee's activities and responsibilities.

9. CONTINUING APPLICATIONS OF THE ARTICLES

The Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions herein shall apply, *mutatis mutandis*, to regulate the Meetings and proceedings of the Committee.

10. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the GEM Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

10.2 The Board may, subject to compliance with the Articles and the GEM Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the GEM Listing Rules or, if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.