GME Group Holdings Limited
駿傑集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8188)

(the "**Company**")

Terms of Reference of Nomination Committee

(the "**Committee**")

Membership

1. The Committee shall consist of at least three directors of the Company, with at least one member being different gender from the others, and a majority of independent non-executive directors appointed by the board of directors (the "**Board**") from time to time.

2. The Board shall appoint one of the members as the chairman of the Committee who shall be either the chairman of the Board or an independent non-executive director.

3. The company secretary of the Company or a nominee shall be the secretary of the Committee (the "**Secretary**").

Frequency and proceedings of meeting

4. The Committee should meet at least once per year. Additional meetings shall be held as the work of the Committee demands.

5. The Chairman of the Committee may convene additional meetings at his discretion.

6. The quorum of the Committee meeting shall be two members of the Committee.

7. Proceedings of meetings of the Committee shall be governed by the provisions of the memorandum and articles of association of the Company in relation to meetings and proceedings of the Board so far as the same are applicable.

Duties, powers and functions

8. The Committee is authorized by the Board to:–

   (a) perform its duties within the scope of these terms of reference and seek any necessary information from the Company, and shall be provided with sufficient resources to do so, including where necessary the ability to seek professional advice, at the Company's expense, to perform its responsibilities;

   (b) make full use of intermediary agencies for identifying qualified director candidates at the Company's expense; and

   (c) conduct interviews with prospective candidates for nomination.

9. The Committee shall:–

   (a) review and monitor the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, 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 complement the Company's corporate strategy;

   (b) identify and nominate suitably qualified individuals for appointment as Board members or to make recommendations to the Board on the selection of individual nominated for directorship or to fill Board vacancies as and when they arise;

   (c) make recommendations to the Board on matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer of the Company;

   (d) assess the independence of independent non-executive directors and review the annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report of the Company's annual reports;

   (e) regularly report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions not to do so;

   (f) ensure the Chairman of the Committee, or in his absence another member of the Committee or failing this his duly appointed delegate, will attend and be available to answer questions at the annual general meeting of the Company; and

(g) consider other topics and review other documents as requested by the Board from time to time.

(h) support the Company's regular evaluation of the Board's performance.

(i) 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.

Reporting Procedures

10. The Secretary shall keep full minutes of Committee meetings, and shall circulate draft and final versions of the minutes of the Committee meetings, reports of the Committee and relevant information to all Committee members and directors of the Company for their comment and records within a reasonable time after the meeting.

(Adopted by the Company pursuant to the Board's resolutions passed on 22 August 2025)