UBOT HOLDING LIMITED
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS

1. CONSTITUTION

The board of directors of the Company (the "Board") hereby constitutes and established a nomination committee (the "Nomination Committee") with the authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

2.1 The members of the Nomination Committee (the "Members") shall be appointed by the Board, and the Nomination Committee shall consist of not less than three (3) members and shall comprise directors of different genders.

2.2 The majority of the Members shall be independent non-executive directors.

2.3 The chairman of the Nomination Committee shall be appointed by the Board, and must be the chairman of the Board or an independent non-executive director.

3. RESPONSIBILITY

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

4. AUTHORITY

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorized by the Board to obtain legal or other independent professional advice as necessary, at the Company's expense, and the Nomination Committee shall be provided with sufficient resources to perform its duties.

5. DUTIES

5.1 The duties of the Nomination 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 corporate strategy, with due regard to the board diversity policy of the Company (the "Board Diversity Policy");

(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 assess the independence of independent non-executive directors;

(d) 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 officer;

(e) to monitor the implementation of the Board Diversity Policy and employee (including senior management) diversity policies, as well as gender diversity goals; and review

such policies as appropriate and at least annually, to ensure the effectiveness of the Board Diversity Policy by reviewing the progress toward measurable objectives for the implementation of the Board Diversity Policy, and to make any relevant disclosure in the corporate governance report;

(f) to support the issuer's regular evaluation of the board's performance;

(g) where an independent non-executive director has served more than nine years on the Board, to discuss such director's further appointment (if applicable) and to detail to the Board and shareholders the factors considered by, the process and the discussion of the Nomination Committee in determining that such director is still independent and should be re-elected;

(h) review and 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 listed issuers and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience and the factors as required by the GEM Listing Rules;

*(i) determining the policy for the nomination of Directors (the "**Nomination Policy**") and the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship during the year, and to make any relevant disclosure in the corporate governance report; and*

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

6. MEETINGS

6.1 The Nomination Committee shall meet at least once annually.

6.2 Additional meetings shall be held if circumstances require.

6.3 A quorum shall be two Members.

6.4 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the Members present. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

7. ATTENDANCE

7.1 As necessary or desirable, the chairman of the Nomination Committee may request that members of management be present at meetings of the Nomination Committee. Other directors of the Board shall also have the right of attendance.

7.2 Meetings can be held in person, by way of telephone or video conference. Members may participate in a meeting by means of a conference telephone, similar communications equipment or through other means of electronic communications as long as all participants in the meeting can communicate simultaneously with each other.

8. SECRETARY

8.1 The company secretary of the Company (the "Company Secretary") shall be the secretary of the Nomination Committee.

8.2 In the absence of the Company Secretary, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

9. MINUTES

9.1 Full minutes of the meetings of the Nomination Committee shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.

9.2 The Company Secretary shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.

10. 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 of the Committee duly convened and held.

11. ANNUAL GENERAL MEETING

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

12. GENERAL

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Stock Exchange of Hong Kong Limited and the website of the Company.

Revised with effect from 26 August 2025