Basic House New Life Group Limited
簡樸新生活集團有限公司

(formerly known as AL Group Limited 利駿集團(香港)有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8360)

(the "Company")

THE NOMINATION COMMITTEE TERMS OF REFERENCE

(Amended and adopted on 2 October 2025)

1 CONSTITUTION

1.1 The nomination committee of the Company (the "**Nomination Committee**") is established pursuant to a resolution passed by the Company's board (the "**Board**") of directors (the "**Director**") at its meeting held on 15 June 2016.

2 MEMBERSHIP

2.1 The Nomination Committee shall be appointed by the Board.

2.2 The majority of the members of the Nomination Committee shall consist of independent non-executive Directors of the Company ("**INEDs**").

2.3 The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

2.4 The Nomination Committee shall comprise at least one member of a different gender.

3 SECRETARY

3.1 The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee shall attend the meeting of the Nomination Committee and take minutes.

3.2 Notwithstanding any other provisions in these terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualifications and experience as the secretary of the Nomination Committee.

4 PROCEEDINGS

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

4.1 Quorum

The quorum for meetings of the Nomination Committee shall be any two members.

4.2 Frequency of meetings

The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by telephone or through other electronic means of communication provided that all persons participating in the meeting are capable of hearing each other.

4.3.2 The other Directors, Company Secretary (or his/her delegate(s)) and relevant senior management and person(s) invited by a member of the Nomination Committee shall normally attend meetings of the Nomination Committee.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members or by the Company Secretary.

4.4.2 Notice of any meetings, confirming the venue, time and date, must be given at least 7 days prior to any such meeting being held, unless all members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the members. A member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.4.4 The Nomination Committee shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minimize them accordingly.

4.5 Resolutions and minutes

4.5.1 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members present.

4.5.2 A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

4.5.3 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records, within a reasonable time after the meeting. The final version of the minutes shall be signed by the chairman of the Nomination Committee or the chairman of the Nomination Committee meeting as appropriate.

4.5.4 Full minutes of the Nomination Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

5 RESPONSIBILITIES AND AUTHORITIES

5.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as amended from time to time).

5.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include but not limited to the following:

(a) to review the structure, size, composition (including the skills, knowledge and experience) of the Board at least annually, to assist the Board in maintaining a board skills matrix, and to 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 assess the independence of INEDs;

(d) to develop and review from time to time, as it considers appropriate, the policy for the nomination of Directors, including the nomination procedures, the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship, and to make relevant disclosure in the corporate governance report;

(e) to develop and review the diversity policy on the Board members, as appropriate, to review the measurable objectives that the Board has set for the promotion of gender diversity on the Board and the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve gender diversity, and to make disclosure of a summary of the board diversity policy and its review results of the implementation of its board diversity policy in the corporate governance report annually;

(f) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;

(g) to annually 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 GEM or the Main Board of the Stock Exchange 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 to disclose its assessment in the corporate governance report;

(h) to support the Company's regular evaluation of the Board's performance; and

(i) to consider any other matters that may be referred to the Nomination Committee by the Board.

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

5.4 The Nomination Committee shall have access to sufficient resources to perform its duties and, where necessary, shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

5.5 All members of the Nomination Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

6 REPORTING PROCEDURE

6.1 The Nomination Committee shall report to the Board on a regular basis and after such meeting on all matters within its responsibilities.

7 PUBLICATION OF THE TERMS OF REFERENCE

7.1 These terms of reference, explaining the role of the Nomination Committee and the authority delegated by the Board, will be posted on the websites of the Stock Exchange and the Company.

If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.