Takbo Group Holdings Limited
德寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8436)

(the "Company")

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(As adopted by the Company at a Board meeting held on 29 September 2017, and amended on 28 November 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 of directors (the "**Board**") at its meeting held on 29 September 2017.

2. MEMBERSHIP

2.1 Members of the Nomination Committee ("**Members**") shall be appointed by the Board.

2.2 The majority of the Members 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 Board shall appoint at least one director of the Company of a different gender to the Committee.

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. MEETINGS

Frequency of meetings

4.1 The Nomination Committee shall meet as and when required.

Notice of meetings

4.2 A meeting of the Nomination Committee may be convened by any of its Members or by the Company Secretary on request of any of the Members.

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

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

Quorum

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

Mode of meetings

4.7 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.

Resolutions and minutes

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

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

4.10 Full minutes of the Nomination Committee shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary) and shall be available for inspection by any Member and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Members for their comment and records respectively, in both cases 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.

5. ATTENDANCE AND VOTING AT MEETINGS

5.1 At the invitation of the Nomination Committee, the chairman of the Board and/or the Chief Executive Officer of the Company (if not a Member), the other directors of the Company, external advisers and other persons may attend all or part of any meetings.

5.2 Only Members are entitled to vote at the meetings.

6. ANNUAL GENERAL MEETING

6.1 The Chairman of the Nomination Committee or a Member, shall attend the Company's annual general meeting ("**AGM**") and be prepared to respond to questions of the shareholders of the Company ("**Shareholders**") on the Nomination Committee's activities and its responsibilities. If the Chairman of the Nomination Committee is unable to attend, a Member (who must be an INED) shall attend the AGM. Such person shall be prepared to respond to any Shareholder's questions at the AGM on the Nomination Committee's activities.

7. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

7.1 The Company's articles of association (as amended from time to time) regulating the meetings and proceedings of all directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Nomination Committee.

8. RESPONSIBILITIES AND POWERS

The Nomination Committee shall have the following duties and powers:

8.1 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;

8.2 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;

8.3 to assess the independence of INEDs and review the INEDs' annual confirmations on their independence, and to make disclosure of its review results in the corporate governance report;

8.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors of the Company, in particular the chairman of the Board and the Chief Executive Officer of the Company;

8.5 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;

8.6 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;

8.7 to 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 companies (if any) and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

8.8 to support the Company's regular evaluation of the Board's performance; and

8.9 to consider any other matters that may be referred to the Nomination Committee by the Board.

9. REPORTING

9.1 The Nomination Committee shall report back to the Board after each meeting on all matters within its responsibilities, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

10. AUTHORITY

10.1 The Nomination Committee shall have access to sufficient resources to perform its duties and, where necessary, shall seek independent professional advice [Note 1], at the Company's expense, to perform its responsibilities.

10.2 All Members 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.

11. PUBLICATION OF THE TERMS OF REFERENCE

11.1 These terms of reference, explaining the role of the Nomination Committee and the authority delegated to it by the Board, will be posted on both the websites of The Stock Exchange of Hong Kong Limited and the Company.

Note:

1. Arrangement to seek professional advice could be made through the Company Secretary.

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