BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

(The "Company")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Below are the Terms of Reference of the Nomination Committee of the Company (the "**Committee**") established pursuant to a resolution passed by the Board at its meeting held on 19 June 2018, and such terms are amended and approved by the board (the "**Board**") of directors (the "**Directors**") of the Company from time to time in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Membership

1. Members of the Nomination Committee shall be appointed by the Board from among the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors, and at least one member shall be of a different gender.

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

3. The appointment of the members of the Nomination Committee may be revoked, replaced or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board and by the Nomination Committee. An appointment of a member of the Nomination Committee shall be automatically revoked if such member ceases to be a member of the Board.

4. The term of office of a member of the Nomination Committee shall be determined by the Board at the appointment date.

Notice of meetings

5. Unless otherwise agreed by all the Nomination Committee members, a meeting shall be convened by at least 14 days' notice unless otherwise agreed by all Nomination Committee members. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

6. A Nomination Committee member may or the secretary of the Nomination Committee at the request of any Nomination Committee member may at any time summon a Nomination Committee meeting.

7. Notice of a meeting shall be given to each Nomination Committee member in person, orally or in writing, or by telephone or email, using the numbers or addresses most recently notified by such Nomination Committee member to the company secretary of the Company, or in such other manner as the Nomination Committee members may from time to time determine.

8. Any notice given orally shall be followed by confirmation in writing before the meeting.

9. Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting. These should be sent to all Nomination Committee members in a timely manner and at least 3 days before the intended date of the meeting (or other agreed period).

Attendance at meetings

10. The quorum of a Nomination Committee meeting shall be two members, one of whom must be an independent non-executive director.

11. The company secretary of the Company shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

12. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication including telephone or videoconferencing. The members of the nomination committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

13. At the invitation of the Nomination Committee, other members of the Board or any other persons may attend all or part of any meetings.

14. Only Members of the Nomination Committee are entitled to vote at the meetings.

15. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

16. The 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.

Frequency of meetings

17. Meetings shall be held at least once a year.

Alternate Nomination Committee member

18. A Nomination Committee member may not appoint any alternate.

Authority

19. The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.

20. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. (Note: Arrangement to seek outside legal or other independent professional advice could be made through Company Secretary.)

21. The Nomination Committee should be provided with sufficient resources to discharge its duties. The Company is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each director shall have separate and independent access to the senior management.

Annual General Meeting

22. 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 activities and their responsibilities.

Duties

23. The duties of the Nomination Committee shall be:

    (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) 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) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

    (c) 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; and

(d) assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and to make disclosure of its review results in the corporate governance report.

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

(f) review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;

(g) review the policy on Board diversity (the "**Board Diversity Policy**"), the policy on nomination (the "**Nomination Policy**") (as adopted and amended by the Board from time to time) and any measurable objectives for implementing such Board Diversity Policy and the Nomination Policy and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually; and

(h) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider the individual to be independent.

Reporting procedures

24. Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records respectively, in both cases within a reasonable time after such meetings. Full minutes of Nomination Committee meeting shall be kept by the company secretary of the Company. The secretary of the Nomination Committee or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

25. The Nomination Committee shall report to the Board after each meeting of the Nomination Committee.

Publication of the terms of reference

26. English and Chinese versions of these terms of reference will be posted on the respective websites of the Company and GEM of the Stock Exchange, and will be made available upon request.

Others

27. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code), amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

28. The Nomination Committee shall be responsible for approving all disclosure statements in relation to the Nomination Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the websites of the Company and GEM of the Stock Exchange.

To the extent that there are any inconsistencies between the English version and the Chinese version of these Terms of Reference, the English version shall prevail.

First adopted: 19 June 2018

First update: 25 June 2026