高裕金融集團有限公司
Gaoyu Finance Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8221)

Nomination Committee

Terms of Reference

These Terms of Reference have been issued in the English language with a separate Chinese language translation. If there is any conflict in the Terms of Reference between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

Latest Version: Updated on 20 November 2026

Gaoyu Finance Group Limited

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Terms of Reference of Nomination Committee

A. Establishment

1. The board (the "Board") of directors (the "Directors") of Gaoyu Finance Group Limited (the "Company") has resolved to establish a committee of the Board known as the Nomination Committee (the "Committee") on 5 December 2016.

B. Membership

2. The members of the Committee shall be appointed by the Board from time to time amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.
3. The Committee should appoint at least one director of a different gender.
4. The chairman of the Committee ("Chairman") shall be either the chairman of the Board or an independent non-executive Director appointed by the Board.

C. Attendance at Meeting

5. The company secretary of the Company or such other person appointed by the Committee shall be the secretary of the Committee.
6. Meeting may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
7. A quorum for the Committee meeting shall be two members.
8. At the invitation of the Committee, the Director(s) and/or management staff of the Company in charge of human resources department and/or administration department, and external adviser(s) may attend meetings of the Committee.

D. Frequency of meetings

9. The Committee shall meet at least once a year. Additional meetings should be held if the Committee shall so request.

10. The Chairman, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Committee's duties and responsibilities require.

E. Voting

11. Only members are entitled to vote at the meetings.
12. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the meeting who shall be the Chairman (or, in his/her absence, any one member of the Committee who: (a) is an independent non-executive Director; (b) is present thereat; and (c) is elected by the members present to chair the meeting) shall have a second or casting vote.

F. Resolutions in writing

13. A resolution in writing signed by all of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.

G. Authority

14. The Committee is authorised to seek any information it deems necessary from the Company within these Terms of Reference, and the management of the Company shall co-operate with any request made by the Committee.
15. The Committee is authorised by the Board to obtain outside legal or other independent professional advice to perform its duties and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
16. The Committee shall be provided with sufficient resources to perform its duties.

H. Duties

17. The duties of the Committee shall include the following aspects:
    (a) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, ethnicity, 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) to identify individuals suitably qualified to become Director and select or make recommendations to the Board on the selection of individuals nominated for directorships; when identifying suitable candidates, their qualifications and objective criteria should be taken into account in the assessment process, whilst giving due consideration to the benefits of diversity amongst Board members, and consideration should be given to whether they have the time and capacity to contribute to the Board;

(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;

(e) to review the Board diversity policy (the "Policy") as appropriate; monitor the implementation of the Policy and review the measurable objectives set by the Board for implementing the Policy, and the progress of achieving the objectives; and make disclosure of its review results and report on the Board's composition under diversified perspectives in the corporate governance report annually;

(f) to review succession planning for Directors, in particular, the chairman of the Board and the chief executive of the Company as well as for the senior management of the Company, after taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;

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

(h) assess each of the Directors' 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 the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience.

I. Reporting procedures

18. Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman or any such other person designated by the Committee.

19. The secretary shall circulate (i) the draft and final versions of the minutes of the meetings to all Committee members for their comment and records respectively within a reasonable time after the meetings; and (ii) the minutes of the meetings and reports of the Committee to all members of the Board.

J. Publication of these Terms of Reference

20. These Terms of Reference shall be made available to the public by posting on the websites of the Company and The Stock Exchange of Hong Kong Limited.