

OKG Technology Holdings Limited

歐科雲鏈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. ORGANIZATION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved to set up a nomination committee of the Board (the “**Nomination Committee**”).

2. OBJECTIVE

The main objective of the Nomination Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Nomination Committee is accountable to the Board.

3. COMPOSITION

3.1 The Nomination Committee shall comprise three Directors who are appointed or removed by the Board. If any member of the Nomination Committee (the “**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors.

3.3 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.

4. SECRETARY

Save as otherwise appointed by the Nomination Committee, the secretary to the Nomination Committee shall be the secretary to the Company.

5. POWERS

The Nomination Committee is authorised by the Board to review, assess and make recommendations upon any issue within its scope of powers.

6. RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

The responsibilities of Nomination Committee shall be: –

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually 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 Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider the candidates on merit and contribution the candidate will bring to the Board with due regard to the board diversity policy of the Company;
- (c) to make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors, in particular the chairman and the chief executive, taking into account the Company's business model and specific needs, the challenges and opportunities facing the Company and therefore, what skills and expertise are needed on the Board in future;
- (d) to assess the independence of independent non-executive directors;

- (e) to review regularly the board diversity policy of the Company;
- (f) to review regularly the contribution required from the Director to perform his/her responsibilities, and whether he/she is spending sufficient time performing them; and
- (g) to conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law.

7. PROCEEDINGS OF THE NOMINATION COMMITTEE

7.1 Frequency of Meetings

There shall be at least one meeting of the Nomination Committee annually to be convened and held by attending in person, by telephone or video conference. If required, extraordinary meeting could be convened.

7.2 Notice of Meetings

Unless waived by all Members on notice, the secretary to the Nomination Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

7.3 Quorum

Meetings of the Nomination Committee shall be attended by more than one-half of the Members to be effective.

7.4 Attendance at the Meetings

Meetings could be convened by attending in person, by telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other. With consent by all Members, resolutions of the Nomination Committee could be passed by written resolutions.

7.5 Resolutions

Any resolution shall be passed by the majority votes of the Members who attend the meetings.

7.6 Invitations

The Nomination Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings. If required, the Nomination Committee could seek independent professional advice, the fees of which should be paid by the Company.

7.7 Minutes of the Meetings

Full minutes of meetings should be kept by the secretary to the Nomination Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings.

8. REPORTING RESPONSIBILITIES

The Chairman of the Nomination Committee or other Member who is authorized by the Chairman of the Nomination Committee to chair the meetings shall report to the Board after each meeting of the Nomination Committee.

9. NOMINATION POLICY

The provisions set out in the above paragraphs 6(a) to (c) are regarded as the key nomination criteria and principles of the Company for nomination of directors, and these provisions constitute the Nomination Policy of the Company.

10. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.

11. INTERPRETATION

Interpretation of these terms of reference shall belong to the Board.

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