

JTF INTERNATIONAL HOLDINGS LIMITED (THE “COMPANY”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE COMPANY

Approved and adopted by the board of directors (the “**Board**”) of the Company on 17 January 2018, amended on 23 December 2022 and on 8 May 2023.

The terms of reference of the Nomination Committee of the Company are based on the terms of reference contained in the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited in effect from time to time, which are currently as follows:

- (a) 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, with due regards to the Board Diversity Policy;
- (b) deal with matters relating to board diversity and to review the implementation and effectiveness of the Board Diversity Policy;
- (c) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- (d) assess the independence of independent non-executive directors;
- (e) 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
- (f) report back to the Board on the committee’s decisions or recommendations, as appropriate and when necessary, unless there are legal or regulatory restrictions on its ability to do so.