

ALLEGRO CULTURE LIMITED
(the “Company”)
Terms of Reference
of the Nomination Committee
(revised on 27 June 2025)

1. Constitution

The Board of Directors (the “Directors”) of the Company (the “Board”) has resolved to establish a committee known as the Nomination Committee to lead the process for Board appointments and make recommendations to the Board. The terms of reference of the Nomination Committee complies with the requirements of the Rules Governing the Listing of securities on the Stock Exchange of Hong Kong Limited.

2. Membership

- 2.1 The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors (“INED(s)”).
- 2.2 The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director.
- 2.3 The term of office of a member of the Nomination Committee shall be determined by the Board.
- 2.4 At least one member of the Nomination Committee must be of a different gender.

3. Secretary

The Company Secretary or his/her appointed delegate shall serve as the secretary of the Nomination Committee.

4. Frequency and Procedure of Meetings

- 4.1 Meeting of the Nomination Committee may be convened by any Member or by the secretary of the Nomination Committee on the request of a Member. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Nomination Committee may from time to time determine.
- 4.2 The quorum of the meeting of the Nomination Committee shall be any two Members, one of whom must be an INED.

- 4.3 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.4 Resolutions of the Nomination Committee at any meetings shall be passed by a simple majority of votes of the Members present.
- 4.5 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.
- 4.6 The secretary of the Nomination Committee shall circulate the full minutes of meetings of the Nomination Committee to all Members in draft for comments as soon as reasonably practicable. Final versions of minutes shall be prepared and sent to all Members and the Board as soon as practicable.

5. Attendance at meetings

- 5.1 The Committee may invite any member of the senior management of the Company, any Director, external advisers or any other persons to attend all or part of any meetings as the Committee considers appropriate, notwithstanding that the aforementioned persons shall not have a right to vote at such meetings.

6. Annual General Meeting

- 6.1 The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Nomination Committee's activities.
- 6.2 If the chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Nomination Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such a person shall be prepared to respond to any shareholder's questions on the Nomination Committee's activities.
- 6.3 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 of the Company and/or explanatory statement accompanying the notice of the relevant general meeting the process used for identifying the individual and why they believe the individual should be elected, the reasons why they consider the individual to be independent, the perspectives, skills and experience that the individual can bring to the Board and how the individual contributes to diversity of the Board, and if the proposed independent non-executive Director will be holding his or her seventh (or more) listed company directorship (where applicable), why the Board believes the individual would still be able to devote sufficient time to the Board.

7. Authority

- 7.1 The Nomination Committee is authorised by the Board to obtain independent legal or other professional advice if considered necessary to perform its duties at the expense of the Company. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
- 7.2 The Nomination Committee shall be provided with sufficient resources to perform its duties. The Nomination Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

8. Duties

- 8.1 The Nomination Committee shall give adequate consideration to the following principles in carrying out its duties:
- a. The Board should have a balance of skills, and diversity of perspectives appropriate to the requirements of the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive directors should be of sufficient calibre and number for their views to carry weight.
 - b. There should be a formal, considered and transparent procedure for the appointment of new directors. There should be plans in place for orderly succession for appointments. All directors should be subject to re-election at regular intervals. The reasons for the resignation or removal of any director must be explained.
- 8.2 The Nomination Committee shall have the following responsibilities and powers:
- a. To review the structure, size and composition (including but not limited to skills, knowledge, professional experience, qualifications, gender, age, cultural and educational background, independence and diversity of perspectives) of the Board at least annually or when necessary, assist the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - b. To identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;

- c. To assess the independence of INEDs and any proposed INED to determine their eligibility, the perspective, skills and experience that the proposed INED can bring to the Board, his/her contribution to the diversity of the Board and the ability to devote sufficient time to the Board and Board committees;
- d. 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 having due regards to the Board Diversity Policy and the Nomination Policy;
- e. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, the Nomination Committee shall set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reason why they consider him/her to be independent;
- f. To review the policy on the Board diversity (the “Board Diversity Policy”) and the measurable objectives for implementing the Board Diversity Policy from time to time adopted by the Board, to review and monitoring the progress on achieving the objectives set out in the Board Diversity Policy, and to disclose the progress of the review results in the annual report of the Company annually;
- g. To review and assess annually the time commitment and contribution to the Board by each Director as well as the Director’s ability to discharge his or her responsibilities effectively; and
- h. To support the Company’s regular evaluation of the Board’s performance, and the evaluation should be conducted at least once every two years.

9. Reporting procedures

- 9.1 Full minutes of the Nomination Committee’s meetings and all written resolutions of the Nomination Committee should be kept by the secretary of the Nomination Committee and such minutes or written resolutions shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 9.2 Minutes of meetings of the Nomination Committee and all written resolutions of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes, or as the case may be, written resolutions of the Nomination Committee should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings.

- 9.3 Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

(The English version shall prevail in case of any discrepancy or inconsistency between the English version and its Chinese translation.)