

MAXNERVA TECHNOLOGY SERVICES LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1037)

Terms of Reference of the Nomination Committee

The Nomination Committee

The board of directors (the “**Board**”) of Maxnerva Technology Services Limited (the “**Company**”) established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”), a summary of its constitution and particular duties are set out below:-

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”).
- 1.2 The Nomination Committee shall consist of not less than three members and the majority of which shall be independent non-executive Directors, with at least one Director of a different gender.
- 1.3 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.

2. Attendance at meetings

- 2.1 The quorum of meetings shall be at least two members.
- 2.2 Other Board members, apart from the Nomination Committee members, may attend any Nomination Committee meetings if they are invited by the chairman of the Nomination Committee, though they shall not be counted in the quorum.
- 2.3 Only the Nomination Committee members are entitled to vote at the meetings.

3. Meetings

- 3.1 The Nomination Committee meetings shall be held at least once a year, and members may call any meetings at any time when necessary.

- 3.2 Notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 7 days before the date of the meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of a member of the committee at the meeting would be deemed waiver of the required notification requirement by the member. No prior notice of any adjourned meetings is required if adjournment is for less than 14 days.
- 3.3 Resolutions of the Nomination Committee shall be passed with a majority of votes.
- 3.4 Resolutions in writing signed by all members of the Nomination Committee will be treated valid as if they had been passed in a meeting duly convened and held by the Nomination Committee.
- 3.5 The secretary of the Nomination Committee shall be the company secretary or another secretary with appropriate qualifications and experience be appointed by the Nomination Committee from time to time.
- 3.6 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any Director at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4. Duties

The duties of the Nomination Committee shall include, but shall not be limited to the following:

- 4.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintain a board skills matrix and make recommendations on regarding any proposed changes to the Board to complement the Company's corporate strategy;
- 4.2 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;
- 4.3 To assess the independence of independent non-executive Directors;

- 4.4 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 president (chief executive);
- 4.5 To support the Company's regular evaluation of the Board's performance;
- 4.6 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - 4.6.1 the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why they consider the individual to be independent;
 - 4.6.2 if the proposed independent non-executive Director will be holding the seventh (or more) directorship of an issuer listed on GEM or the Main Board, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - 4.6.3 the perspective, skills and experience that the individual can bring to the Board; and
 - 4.6.4 how the individual contributes to the diversity of the Board;
- 4.7 To further assess the independence of an independent non-executive Director who has served the Company for over nine (9) years, such Director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should state why the Board (or the Nomination Committee) believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination committee) in arriving at such determination.

5. Authority

- 5.1 The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the Directors, senior management and employees of the Company.
- 5.2 The Nomination Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.
- 5.3 The Nomination Committee shall have access to sufficient resources in order to discharge its duties.

6. Terms available

6.1 The terms of reference of the Nomination Committee will be published on the websites of the Company and The Stock Exchange of Hong Kong Limited.

* The Chinese terms of reference are for reference only. In case of inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

Revised on 30, June 2025