龍翼航空科技控股有限公司
MAJESTIC DRAGON AEROTECH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(the "Company")

Terms of Reference for the Nomination Committee (amended and adopted by the Board on 17 July 2025)

1 Membership

1.1 Members of the Nomination Committee shall be appointed by the Board.

1.2 A majority of the members of the Nomination Committee shall be independent non-executive directors.

2 Chairman

2.1 The chairman of the Nomination Committee shall be appointed by the Board.

3 Secretary

3.1 The company secretary shall be the secretary of the Nomination Committee.

3.2 In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person as the secretary.

4 Quorum

4.1 The quorum for meetings of the Nomination Committee shall be any two members.

4.2 A duly convened meeting of the Nomination Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

5 Frequency of meetings

5.1 The Nomination Committee shall meet at least once a year ("**regular meeting**").

6 Attendance at meetings

6.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

7 Notice of meetings

7.1 A meeting of the Nomination Committee may by convened by any of its members, or by the secretary of the Nomination Committee at the request of any of its members.

7.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given of a regular meeting of the Nomination Committee, and such notice shall be sent to each member of the Nomination Committee and to any other person invited to attend. For all other meetings of the Nomination Committee, reasonable notice shall be given.

7.3 In respect of a regular meeting of the Nomination Committee and so far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as agreed).

7.4 Any member of the Nomination Committee shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

8 Minutes of meetings

8.1 The secretary of the Nomination Committee (or his/her delegate) in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.

8.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Nomination Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Nomination Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") apply.

8.3 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

8.4 Minutes of the Nomination Committee shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

9 Annual general meeting

9.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee of failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's activities and their responsibilities.

10 Other regulations governing the meetings and proceedings of the Nomination Committee

10.1 Unless otherwise specified above, the provisions contained in the Company's Bye-laws for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

11 Duties

The duties of the Nomination Committee are as follows:

(a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience and other qualities of Directors) of the Board at least annually assist the Board in maintaining a broad skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(b) having regards to the board diversity policy of the Company, 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;

(c) to assess the independence of independent non-executive directors;

(d) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and why they believe the individual should be elected and the reasons why they consider the individual to be independent; (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why they believe the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board;

(e) to make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer; and

(f) to support the Company's regular evaluation of the Board's performance.

12 Reporting responsibility

12.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

13 Others

13.1 The Nomination Committee shall consult the Chairman of the Board and/or Chief Executive Officer about their proposals relating to the remuneration of other executive directors and shall have access to professional advice if considered necessary.

13.2 The Nomination Committee shall be provided with sufficient resources to discharge its duties.

13.3 All members of the Nomination Committee shall have access to the advice and services of the secretary of the Nomination Committee with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.

13.4 In the event that the Nomination Committee or any member of the Nomination Committee requires access to outside independent professional advice in connection with its/his duties (e.g. legal advice and advice from human resource consultants), a request may be made to the Board through the company secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking professional advice at the Company's expense.

13.5 Every member of the Nomination Committee shall ensure that he can give sufficient time and attention to his skills and expertise through regular attendance and active participation.

13.6 The Nomination Committee is authorized by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.

The Nomination Committee and each of its members shall have separate and independent access to the Company's senior management (Note 1).

Note 1: "Senior management" shall refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.