Tenfu (Cayman) Holdings Company Limited
天福（開曼）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(hereafter the "**Company**")

Nomination Committee – Terms of Reference

1. MEMBER

1.1 The nomination committee shall be established by the board of the Company (the "**board**") and it shall comprise a majority of independent non-executive directors with at least one director of a different gender.

1.2 The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director within the nomination committee appointed by the Board.

1.3 The term of each appointment to the members of the nomination committee shall be determined by the Board upon appointment.

2. SECRETARY OF NOMINATION COMMITTEE

2.1 The company secretary of the Company shall act as the secretary of the nomination committee.

2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as secretary of the nomination committee.

3. MEETING

3.1 The member of nomination committee can call for a meeting when it is necessary and should meet at least once a year.

3.2 Notice of at least 48 hours should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notice period, the attendance of the member of the nomination committee at the meeting would be deemed a the waiver of the required notice requirement. If a follow up meeting takes place within 48 hours after the meeting, then no notification is required for such follow up meeting.

3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.

3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

3.5 Resolutions of the nomination committee shall be passed by a majority of votes of the members in attendance.

3.6 A resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed at the meeting held.

3.7 Full minutes of nomination committee meeting shall be kept by the secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. MEETING ATTENDANCE

4.1 Upon the invitation from the nomination committee, the chairman of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.

4.2 Only the member of the nomination committee can vote in the meeting.

5. ANNUAL GENERAL MEETINGS

5.1 The chairman of the nomination committee or (if absence) another member of the nomination committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company, and be prepared to respond to the shareholders questions on the activities and responsibilities of the nomination committee.

6. DUTIES AND POWERS

The nomination committee shall have the following duties and powers:

6.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

6.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

6.3 assess the independence of independent non-executive directors;

6.4 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;

6.5 review the nomination policy of the Company periodically and make recommendation on any proposed revisions to the Board ;

6.6 review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the corporate governance report of the Company annually;

6.7 assessment of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively;

6.8 support the Company's regular evaluation of the Board's performance; and

6.9 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 and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he or she should be elected and the reasons why they consider the individual to be independent (if applicable and required by Corporate Governance Code as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

7. DECLARATION RESPONSIBILITY

7.1 The nomination committee shall report to the Board every time after any meeting of the nomination committee.

8. AUTHORITY

8.1 The nomination committee may seek independent professional advice at the Company's expense, and invite an independent party possessing a relevant experience and profession to attend the meeting if necessary, in order to discharge its duties.

8.2 The nomination committee shall be provided with sufficient resources to perform its duties.

Adopted by the Board on 31 August 2011 and amended on 30 August 2013 and 18 August 2025