Cowell e Holdings Inc.
高偉電子控股有限公司

(the "**Company**")

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1415)

NOMINATION COMMITTEE TERMS OF REFERENCE

(Adopted by the Board on 21 August 2025)

1 Constitution

The board of directors of the Company (the "**Board**") constituted and established a nomination committee (the "**Nomination Committee**") on 4 February 2015. The terms of reference including but not limited to the authority, responsibility, and specific duties of the Nomination Committee are described below.

2 Membership

2.1 The Nomination Committee shall be appointed by the Board and consist of not less than three (3) members, the majority of whom shall be independent non-executive directors of the Company. The Nomination Committee shall have at least one member of a different gender.

2.2 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director of the Company (the "**Chairman**").

2.3 The quorum for a meeting of Nomination Committee shall be two (2) members, one (1) of whom shall be an independent non-executive director of the Company. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee. Members should attend the meetings either in person or through electronic means of communication, including but not limited to telephone or tele-conferencing.

3 Secretary

3.1 The company secretary of the Company or his/her nominee shall be the secretary of the Nomination Committee.

4 Authority

4.1 The Nomination Committee is authorized by the Board to act within these terms of reference. It is authorized to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Nomination Committee.

4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice at the Company's expense but subject to prior discussion with the Board on costs to perform its responsibilities.

5 Duties

5.1 The duties of the Nomination Committee are to:

(a) review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) 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;

(b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Nomination Committee shall consider individual on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

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

(d) review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives, and review the implementation and effectiveness of the Board Diversity Policy on an annual basis;

(e) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;

(f) develop, review and disclose the policy for nomination of directors (the "**Nomination Policy**"), as appropriate, in the Company's corporate governance report annually. The Nomination Policy shall set out, inter alia, the nomination procedures, process and criteria to select and recommend candidates for directorship;

(g) to assess each Director's time commitment, contribution to the Board and ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or the Growth Enterprise Market of the Hong Kong Stock Exchange and other significant external time commitments and other factors or circumstances relevant to his or her character, integrity, independence and experience;

(h) to support the Company's regular evaluation (at least once every two years) of the Board's performance; and

(i) establish and make recommendation to the Board on, where appropriate, mechanism(s) to ensure independent views and input are available to the Board and disclose such mechanism(s) in the corporate governance report of the Company, and review the implementation and effectiveness of such mechanism on an annual basis.

6 Notice of Meetings

6.1 A meeting of the Nomination Committee may be convened by any of its members through the company secretary of the Company.

6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the Nomination Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7 Frequency and Proceedings of Meetings

7.1 The Nomination Committee shall meet at least once every year or at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or other regulatory requirements applicable to the Company from time to time.

7.2 The Chairman may convene additional meetings at his discretion.

8 Reporting Procedures

8.1 The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.

8.2 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:

- how the Board identified the individual as an independent non-executive director;
- why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- what perspectives, skills and experience that the individual can bring to the Board;
- how the individual contributes to diversity of the Board;
- if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; and
- if an independent non-executive director to be re-elected has served more than nine years, why the Board believes the individual would still be independent and should be re-elected, including the factors considered, the process and the discussion in arriving at such determination.

8.3 Where all the independent non-executive directors of the Company have served more than nine years on the Board, the Company shall:

- disclose the length of tenure of each existing independent non-executive director on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting; and
- appoint a new independent non-executive director on the Board at the forthcoming annual general meeting.

8.4 The Nomination Committee should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy (including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives) and evaluation of the gender diversity in the corporate governance report pursuant to the disclosure requirements of the Listing Rules and other regulatory requirements applicable to the Company from time to time.

9 Minutes

9.1 Minutes of the Nomination Committee should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.

9.2 Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of meeting of the Nomination Committee shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

10 General

10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

10.2 The Nomination Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website (www.cowelleholdings.com).

Note: If there is any inconsistency between the English and the Chinese versions of these Terms of Reference, the English version shall prevail.