Tian Ge Interactive Holdings Limited
天鴿互動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1980)

Terms of Reference for Nomination Committee

Purpose

1. The purpose of the Nomination Committee is to identify, screen and recommend to the board of directors (the "**Board**") appropriate candidates to serve as directors of Tian Ge Interactive Holdings Limited (the "**Company**"), to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Composition

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of a minimum of three members (the "**Members**"), a majority of which shall be independent non-executive directors of the Company who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time), with at least one member of the Nomination Committee shall be of a different gender.

3. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director of the Company (the "**Chairman**"). At least one member of the Nomination Committee shall be of a different gender.

4. The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Nomination Committee.

Meetings

5. The Nomination Committee shall meet at least once a year or more frequently if circumstances require.

6. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less then 14 days.

7. A quorum of the Nomination Committee shall be two Members.

8. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.

9. Only Members are entitled to vote at the meeting of the Nomination Committee.

10. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

11. A resolution in writing signed by all Members shall be valid and effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held.

12. The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

Access

13. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors of the Company.

Reporting Procedures

14. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.

15. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary, which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

Authority

16. The Nomination Committee is authorized by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to discharge its duties, including but not limited to obtaining independent professional advice at the expense of the Company.

Duties

17. The duties of the Nomination Committee shall include the following aspects:

(a) to review the structure, size, composition and diversity (including gender, age, cultural and educational background, ethnicity, skills, knowledge and experience) 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) to identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships, with due regard for the benefits of diversity on the Board;

(c) to review the Board Diversity Policy, as appropriate, the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives, and to make disclosure of its review results in the Corporate Governance Report annually;

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

(e) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular, the chairman and the chief executive of the Company, taking into account the mix of skills, knowledge, experience and diversity need in the future; and

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

Publication of these Terms of Reference

18. These Terms of Reference will be posted on the respective website of the Company and Hong Kong Exchanges and Clearing Limited.

(Amended on 29 August 2025)