Terms of Reference for the Nomination Committee of
BAWANG INTERNATIONAL (GROUP) HOLDING LIMITED
(the "Company")

DEFINITIONS

1. For the purposes of these terms of reference (the "**Terms**"):

"**Board**"	means the board of Directors of the Company
"CG Code"	means the Corporate Governance Code in Appendix C1 to the Listing Rules (as amended from time to time)
"**Company Secretary**"	means the company secretary of the Company as appointed from time to time
"**Director(s)**"	means the Directors of the Company
"**Director(s) of Finance**"	means the senior officers of the Company responsible for financial management of the Company as appointed by the Board from time to time
"**Group**"	means the Company and its subsidiaries and associated companies from time to time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor
"**Listing Rules**"	means the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
"**Nomination Committee**"	means the nomination committee from time to time established by resolution of the Board in accordance with Article 117(1) of the Articles of Association of the Company and clause 2 of these Terms
"**Senior Management**"	means the chairman, chief executive officer, vice chief executive officer, Directors of Finance, Company Secretary and any other officers of the Company appointed by the Board from time to time and any other officers of the Company whose remuneration package is, or is proposed to be, more favourable than that of any officer appointed by the Board and any other employees of the Company as determined by the Remuneration Committee as Senior Management from time to time

"**Shareholders**"	means the shareholders of the Company
"**Stock Exchange**"	means The Stock Exchange of Hong Kong Limited

CONSTITUTION

2. The Board hereby resolves to establish a committee of the Board to be known as the Nomination Committee.

MEMBERSHIP

3. The members of the Nomination Committee shall be appointed by the Board from time to time from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. At least one member of the Committee should be of a different gender.

4. A quorum of a meeting of the Nomination Committee shall be two members.

5. The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive Director.

6. Each member of the Nomination Committee shall disclose to the Nomination Committee the following:-

(a) any and all personal financial interests (other than as Shareholder) in any Company matter related to any matter under consideration by the Nomination Committee; and

any potential conflict of interest arising from a cross-directorship or otherwise, and the secretary of the Nomination Committee meeting shall also ascertain, at the beginning of the meeting, the existence of any conflict of interest and minute them accordingly.

7. Any member with any personal financial interest in any Company matter related to any matter under consideration by the Nomination Committee or any potential conflict of interest howsoever arising, shall abstain from voting on resolutions of the Nomination Committee in relation to which such interest or conflict of interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Nomination Committee.

MEETINGS

8. Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating proceedings of Directors' meetings shall apply to the meetings of the Nomination Committee.

9. Meetings of the Nomination Committee shall be held at least once a year. Additional meetings of the Nomination Committee may be held as and when required.

10. 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.

11. Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given for a meeting of the Committee. 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 the members may agree).

12. Members of the Nomination Committee may participate in any meeting of the Nomination Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

13. Senior Management shall supply the Nomination Committee with complete and reliable information in a timely manner upon request in order to enable it to make informed decisions.

14. The Company Secretary shall be the secretary of the Nomination Committee. The Nomination Committee may from time to time appoint any other suitably qualified and experienced person to serve as the secretary of the Nomination Committee.

15. Resolutions of the Nomination Committee shall be passed by a simple majority vote. In the event of an equality of votes, the chairman of the meeting shall have a casting vote or a deciding vote.

WRITTEN RESOLUTIONS

16. Without prejudice to any requirement under the Listing Rules, written resolution may be passed and adopted by all members of the Nomination Committee.

ANNUAL GENERAL MEETINGS

17. The chairman of the Nomination Committee shall attend the annual general meeting of the Company and be prepared to respond to any questions posed therein on the activities or decisions of the Nomination Committee.

AUTHORITY

18. The Nomination Committee is authorised by the Board to discharge its duties within these Terms.

19. The Nomination Committee is authorised by the Board to seek any information it requires from the Directors and/or Senior Management. Each of the Director and/or Senior Management must cooperate with the Nomination Committee.

20. Where appropriate or required, other Directors, the head of human resources, relevant senior management, and any person(s) invited by a Nomination Committee member may attend meetings of the Nomination Committee.

21. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if and when it considers necessary, at the expense of the Company.

22. The Nomination Committee shall be provided with sufficient resources to perform its duties.

23. The Nomination Committee is authorised by the Board to have exclusive responsibility for establishing the selection criteria, selection, appointment and setting of the terms of engagement for any external nomination consultant retained to advise the Nomination Committee.

DUTIES

24. The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the CG Code. Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee shall include, but shall not be limited to the following:

(a) reviewing the structure, size and composition (including the director's character, integrity, independence, skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board at least annually, assisting the Board in preparing the Board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy after giving full consideration to the Board and employees' (including senior management) diversity policies;

(b) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship, the nomination procedures and the process and criteria;

(c) regularly assessing the independence of independent non-executive Directors;

(d) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and chief executive of the Company, taking into account the opportunities and challenges facing the Company and the skills and professional requirements of the Board;

(e) supporting the Company's regular evaluation of the Board's performance, assess each director's time commitment, and contribution to the board, as well as the director's ability to discharge his or her responsibilities effectively;

(f) formulating a policy concerning diversity of Board members and employees (including senior management) (the "Board and Employees Diversity Policy"), review the Board and Employees Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board and Employees Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

(g) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation; and

(h) review the Terms of Reference of the Committee periodically.

CORPORATE GOVERNANCE FUNCTIONS

25. The Nomination Committee should review and monitor the training and continuous professional development of Directors and Senior Management.

REPORTING

26. The secretary of a Nomination Committee meeting shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including the names of those present and in attendance and any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.

27. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.

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

29. 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 disclose (such as a restriction on disclosure due to regulatory requirements).

30. The Nomination Committee shall make a statement in the annual report of the Company about its activities.

31. The Nomination Committee shall make these Terms available on the Company's and the Stock Exchange's website.

Miscellaneous

32. The adoption of, and amendments to, these Rules require the approval of the Board to be effective.

33. The interpretation of these Rules shall be vested in the Board.

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

Date: December 2025