China Vered Financial Holding Corporation Limited

中薇金融控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 245)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE
(amended and effective on 19 December 2025)

A. Composition of Nomination Committee

The Nomination Committee of China Vered Financial Holding Corporation Limited (the "**Company**", together with its subsidiaries, the "**Group**") shall be appointed by the board of directors of the Company (the "**Board**"). The Nomination Committee shall consist of not less than three members, with at least one director of a different gender and a majority of whom should be independent non-executive directors. The chairman of the Nomination Committee (the "**Chairman**") must be the chairman of the Board or an independent non-executive director of the Company.

The company secretary of the Company or his or her delegate or such other person appointed by the Chairman shall be the secretary of the Nomination Committee.

B. Objective

The objective of the Nomination Committee is to ensure the Board and the senior management officers of the Company have the right mix of skills, experience, independence, and diversity to support effective governance and long-term strategy.

C. Meeting

The Nomination Committee shall meet at least once a year.

The Nomination Committee may, from time to time, invite any Board member or officer or any other person to attend any of its meeting so as to ensure that the Nomination Committee better performs its duties and obligations.

A meeting (the "**Meeting**") of the Nomination Committee shall be chaired by the Chairman. In the absence of the Chairman at the Meeting, the members present may elect one member among themselves to chair the Meeting. The quorum for each Meeting shall be two (2) members.

Meetings may be held with members attending in person, by telephone or by video conference. Members can attend the Meeting via telephonic or any similar communication device.

The secretary of the Nomination Committee shall be in attendance at each Meeting and shall record the proceedings of the Meeting. The secretary of Nomination Committee shall circulate the draft and final versions of the minutes of Meetings and relevant papers (if any) to all members for comment (if any) and records within a reasonable time after each Meeting. All minutes shall record in sufficient detail the matters considered, decisions reached, recommendations made by the Nomination Committee and any other concerns including dissenting views of the Nomination Committee. Full minutes of Meetings should be kept by the secretary of the Nomination Committee.

Decisions of the Nomination Committee shall be determined by simple majority of the members present, with each member entitled to one vote, and in the event of a tie, the chairman of the Meeting shall be entitled to a second or casting vote.

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

D. Duties and Authority

The following are the main duties and responsibilities of the Nomination Committee collectively. These are not exhaustive and can be augmented with the approval of the Board if necessary:

1. to review the structure, size and composition (including the 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;

2. 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;

3. to assess the independence of independent non-executive directors;

4. to formulate and review the policy on the diversity of the Board and workforce and Nomination Policy, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;

5. to 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. to support the Company's regular evaluation of the Board's performance;

7. to assess, at least annually, and disclose each director's time commitment and contribution to the Board. This includes evaluating their professional qualifications, work experience, directorships with other listed issuers and other significant external time commitments, as well as other relevant factors such as personality, character, independence, and overall experience;

8. to oversee directors' Environmental, Social and Governance (the "**ESG**") and climate-related training, development and skills, recommend ESG and climate-related governance structures; and

9. to perform other duties and powers as assigned by the Board o the Nomination Committee.

E. Resources

The Nomination Committee should be provided with sufficient resources to perform its duties. The Nomination Committee shall have access to outside legal or other independent professional advice in connection with its duties at the Company's expenses, if necessary.

F. Reporting

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).

Should there be any inconsistency between the English and Chinese versions of the above terms of reference, the English version shall prevail. These terms of reference shall take effect upon approval by the Board, and shall be updated and revised as and when appropriate in light of changes in circumstances and regulatory requirements (including but not limited to the Listing Rules).