PEGASUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 676)

(the "**Company**")

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

(Amended and approved by the board of directors of the Company in January 2026)

Constitution/Functions

1. The board (the "**Board**") of directors of the Company (the "**Directors**") hereby resolved to establish a committee of the Board to be known as the nomination committee (the "**Nomination Committee**") of the Company (together with its subsidiaries, the "**Group**") to make recommendations to the Board so as to ensure that all nominations are fair and transparent.

Membership

2. The members of the Nomination Committee (the "**Members**") shall be appointed by the Board from amongst the Directors and shall consist of not less than three members. The Nomination Committee shall have at least one member of a different gender.

3. A majority of the Members should be independent non-executive Directors of the Company (the "**INEDs**"). A quorum shall be two Members.

4. The chairman of the Nomination Committee (the "**Chairman**") shall be the chairman of the Board or an INED appointed by the Board.

Secretary

5. The Company Secretary of the Company shall be the secretary of the Nomination Committee.

6. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

Meetings

7. Meetings shall be held at least once a year. Additional meetings may also be held by the Nomination Committee as it considers necessary.

8. The quorum for the meetings of the Nomination Committee shall be any two Members.

9. Unless otherwise provided in these terms of reference, all of the provisions contained in the Company's Bye-Laws (as amended from time to time) for regulating meetings and proceedings of the Board shall govern the meetings and proceedings of the Nomination Committee.

10. Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless otherwise agreed by all the members of the Nomination Committee. Agenda and accompanying supporting papers shall be sent, in full, to all the members of the Nomination Committee and to any other attendees as appropriate at least 3 days in advance of the meeting or as otherwise agreed.

11. Meetings could be held in person, by telephone or by video conference.

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

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

14. Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of the minutes shall be circulated to all Members for their comments and records respectively, in both cases within a reasonable period of time after the meeting.

Attendance at Meetings

15. The Nomination Committee may invite the chairman of the Board, the other members of the Board and other persons to attend any meetings of the Nomination Committee.

16. Only the members of the Nomination Committee are entitled to vote at the meetings.

Annual General Meeting

17. The Chairman of the Nomination Committee or another Member shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on activities of the Nomination Committee and their responsibilities.

Authority

18. The Nomination Committee is authorised by the Board to seek independent professional advice at the Company's expense in appropriate circumstances or where necessary pursuant to the Guidelines for Directors to Obtain Independent Professional Advice adopted by the Board and as amended from time to time. The Company should provide the Nomination Committee sufficient resources to perform their duties.

19. The Nomination Committee is authorised by the Board:

    (a) to determine the policy for the nomination of Directors and to adopt the nomination procedures, process and criteria to select and recommend candidates for directorship;

    (b) to delegate its authority and duties to sub-committees, or individual members of the Nomination Committee, as it deems appropriate;

    (c) to do any such things to enable the Nomination Committee to discharge its authority and duties conferred on it by the Board;

    (d) to invite the chairman of the Board and/or Chief Executive Officer(s), external advisers and other persons to attend all or part of any meetings; and

    (e) to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board, contained in the Company's Bye-Laws or imposed by law, regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Duties

20. The duties of the Nomination Committee should primarily include, among others, the following:

    (a) at least once annually to review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board, 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) (i) to identify individuals suitably qualified to become Board members of the Group and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

        (ii) to identify individuals suitably qualified to become senior management of the Group and select or make recommendations to the Board on the selection of, individuals nominated for senior management;

(c) to assess the independence of INEDs having regard to the criteria under the Listing Rules;

(d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the Chief Executive Officer;

(e) to review the policy for nomination of Directors and the Board diversity policy of the Company periodically and make recommendation on any proposed revisions to the Board; and

(f) to support the Company's regular evaluation of the Board's performance, and annually assess each Director's time commitment and contribution to the Board as well as Director's ability to discharge his/her responsibilities effectively.

Reporting Procedures

21. Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comments and records respectively, in both cases within a reasonable period of time after the meeting. Finalised minutes shall be sent to all other members of the Board for information.

Publication of the Terms of Reference

22. These terms of reference of the Nomination Committee shall be made available to the public by posting the same on the websites of the Company and Hong Kong Exchanges and Clearing Limited respectively.