TIMES CHINA HOLDINGS LIMITED
時代中國控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(hereafter the "**Company**")
(Stock Code: 1233)

Nomination Committee - Terms of Reference

1. Members

1.1 The nomination committee of the Company (the "**Nomination Committee**") should be established by the board of directors of the Company (the "**Board**") and it should comprise a majority of independent non-executive directors, and shall include at least one director of a different gender.

1.2 The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director within the Nomination Committee appointed by the Board.

1.3 The term of appointment of the Nomination Committee members should be determined by the Board at the appointment date.

2. Secretary

2.1 The company secretary of the Company or his/her delegate shall act as the secretary of the Nomination Committee.

2.2 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.

3. Meeting

3.1 The member of the Nomination Committee can call for a meeting when it is necessary and should meet at least once a year.

3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the members of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notice requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

3.3 The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive director.

3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Nomination Committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from each other via such communication device).

3.5 Resolution of the Nomination Committee should be passed by more than half of its members.

3.6 A resolution passed and signed in writing by all members of the Nomination Committee is valid, and the validity is the same as any resolution passed at the meeting held.

3.7 Full minutes of the Nomination Committee meeting should be kept by a duly appointed secretary of the Nomination Committee. Draft and final versions of minutes of the meeting should be sent to all the Nomination Committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

4.1 Upon the invitation from the Nomination Committee, the chairman of the Board and/or the general manager or chief executive officer, external advisor and the other persons can be invited to attend all or part of any meeting.

4.2 Only the members of the Nomination Committee can vote in the meeting.

5. Annual General Meetings

5.1 The chairman or chairlady of the Nomination Committee or (if absence) one of other members of the Nomination Committee (who must be an independent non-executive director) should attend the annual general meeting of the Company, to handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

6. Duties and Powers

The Nomination Committee shall have the following duties and powers:

6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) 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;

6.2 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;

6.3 to assess the independence of independent non-executive directors;

6.4 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;

6.5 to review, or assist the Board in reviewing the policy on Board diversity (the "**Board Diversity Policy**"), including information on any measurable objectives (e.g. numerical targets and timelines) set for the promotion of gender diversity, and to review the implementation of the board diversity policy, including progress on achieving the objectives, on an annual basis;

6.6 to support the regular evaluation of the Board's performance;

6.7 to conduct an annual assessment of each director's time commitment and contributions to the Board, as well as the ability to discharge his or her responsibilities effectively;

6.8 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

- 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;

- the perspectives, skills and experience that the individual can bring to the Board; and

- how the individual contributes to diversity of the Board; and

6.9 to review the policy for the nomination of directors (the "**Nomination Policy**"), and the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship under the Nomination Policy as may be adopted by the Board from time to time; and to make disclosure of its work performed in the annual report of the Company.

7. Reporting

7.1 The Nomination Committee shall report to the Board after each of its meetings.

8. Authority

8.1 The Nomination Committee may seek independent professional advice at the expense of the Company, and invite an independent party possessing a relevant experience and profession to attend the meeting, if necessary, in order to discharge its duties.

8.2 The Nomination Committee member should have access to independent professional advice at the expense of the Company, if necessary, in order to fulfill his/her responsibility of being a member of the Nomination Committee.

Remark: the independent professional advice can be sought via the company secretary.

8.3 The Nomination Committee should be provided with sufficient resources to perform its duties.

February 2026