VESON HOLDINGS LIMITED
鋭信控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01399)

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**") of Veson Holdings Limited (the "**Company**") appropriate candidates to serve as Directors of 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 such number of directors of the Company as the Board may determine, provided that a majority of the Nomination Committee shall comprise independent non-executive directors 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**").

3. The Board shall appoint one member of the Nomination Committee who is an independent non-executive Director or the Chairman of the Board as the chairman of the Nomination Committee (the "**Committee Chairman**"). In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

4. At least one director of a different gender should be appointed to the Nomination Committee.

Meetings

5. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require and may act by unanimous written consent. The Board and any Nomination Committee member may request a meeting if they consider that one is necessary.

6. The Committee Chairman (or in his or her absence, a member designated by the Committee Chairman) shall preside at all meetings of the Nomination Committee. The Committee Chairman shall be responsible for leading the Nomination Committee,

including scheduling meetings, preparing agendas and making regular reports to the Board.

7. The company secretary of the Company (the "**Company Secretary**") or his/her nominee shall be the secretary of the Nomination Committee.

8. A quorum necessary for decision of the Nomination Committee shall be two members. 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.

Access

9. 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.

Minutes

10. Minutes of each Nomination Committee meeting and the record of individual attendance at such meetings shall be prepared and sent to all Nomination Committee members within a reasonable time after the conclusion of any meeting of the Nomination Committee. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Nomination Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

Authority

11. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship. The Board shall provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company to perform its responsibilities.

Responsibilities and Duties

12. The Nomination Committee shall perform the following duties: -

    (a) to review the structure, size and composition (including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and business model;

    (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;

(c) to identify individuals who are suitably qualified to become a Board member and to select or make recommendations to the Board on the selection of individuals nominated for directorships having regard to each candidate's merit against an objective criteria and the benefits of diversity of the Board;

(d) to assess the independence of independent non-executive directors to determine their eligibility;

(e) 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;

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

(g) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval; and

(h) have regard to the Company's policy concerning diversity of board members and workforce and make appropriate disclosure of the policy or a summary of the policy including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives in the Corporate Governance Report.

Adopted by the Board on 31 August 2013 and revised on 2 June 2026.