



V & V Technology Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(the "Company")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

*(Adopted at the Board Meeting on 23 December 2015, revised on 24 December 2018 and
27 June 2025)*

I. CONSTITUTION

1. The board (the "**Board**") of directors of the Company (the "**Directors**") has resolved on 23 December 2015 to establish a committee known as the Nomination Committee (the "**Committee**").

II. OBJECTIVES

2. The Committee shall review and develop, for the Board's endorsement, the Company's policy on nomination of its Directors (including executive Directors).
3. It shall provide a medium of public accountability, which is not controlled by the Company's management.

III. MEMBERSHIP

4. Members of the Committee shall be appointed by the Board of this Committee after considering the recommendations of this Committee. The Committee shall consist of not less than three members, a majority of whom shall be independent non-executive Directors (the "**INED**"), with at least one member of a different gender.
5. The Committee shall be either chaired by the chairman of the Board or an INED who is a member of the Committee appointed by the Board.
6. The company secretary of the Company or his/her nominee shall be the secretary to the Committee (the "**Secretary**").
7. In the case of an equality of votes at a meeting of the Committee, the chairman of the meeting shall have the casting vote.

IV. QUORUM

8. The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee.

V. ANNUAL GENERAL MEETINGS OF THE COMPANY

9. The chairman, or in his/her absence another member of the Committee, shall attend the Company's annual general meetings and be prepared to respond to questions

raised by shareholders of the Company on the Committee's activities and responsibilities.

VI. FREQUENCY OF AND ATTENDANCE AT MEETINGS

10. The Committee shall meet not less than once a year. Additional meetings should be held if the Committee shall so request.
11. The Committee may request any Director, any member of senior management or any other individual to attend its meetings.
12. Only a member of the Committee is entitled to vote at a meeting of the Committee.

VII. NOTICE OF MEETING

13. Meetings of the Committee shall be called by the Secretary at the request of any of its members.
14. Unless otherwise agreed by all members, the notice of convening a meeting of the Committee shall be sent out to each member not less than 7 days before the meeting.
15. Notice of the Committee meeting shall state the date, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Committee for the purposes of the meeting.

VIII. RESOLUTIONS IN WRITING

16. Resolutions in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

IX. AUTHORITY

17. The Committee shall report directly to the Board.
18. The Committee is authorized by the Board to obtain outside legal or other independent professional advice to perform its duties and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
19. The Committee shall be provided with sufficient resources to perform its duties.

X. DUTIES

20. The Nomination Committee is required to:

- a. Review the structure, size, composition and diversity (including the skills, knowledge, gender, experience, age, cultural and educational background, or professional experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix and other factors which may be relevant to its effectiveness and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy;
- b. Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- c. Assess the independence of INED, review the annual confirmation of independence provided by INED as "INED" under the listing rules, and approve the disclosure of the result in the Company's Corporate Governance Report;
- d. 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;
- e. support the Company's regular evaluation of the Board's performance;
- f. 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;
- g. Make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of Hong Kong Limited's website and the Company's website;
- h. To receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements

and suitability of the nominees;

- i. To review and update the Board Diversity Policy and Workforce Diversity Policy, as appropriate, and review the measureable objectives that the Board has set for implementing the Board Diversity Policy and Workforce Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- j. Develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval;
- k. Identify and recommend candidates for Directors to the Board for nominating them for election by shareholders at general meetings, having due regard to the Board's diversity policy, Workforce Diversity Policy and composition profile requirements, and ensuring that candidates will be considered on merit and against objective criteria, and have the time and ability to contribute to the Board;
- l. Review and assess the skills, knowledge and experience required to serve on committees of the Board ("**Board Committees**"), and make recommendations on the appointment of members to Board Committees and a chairman for each committee;
- m. Recommend candidates to the Board to fill vacancies or new positions on the Board Committees as necessary or desirable;
- n. Review the feedback in respect of the role and effectiveness of the Board Committees arising from the evaluation of the Board and/or any Board Committee and make recommendations for any changes; and
- o. Do any such things as are necessary to enable the Committee to discharge its responsibilities.

XI. REPORTING PROCEDURES

21. Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the chairman of the Committee or any such other person designated by the Committee.
22. The Secretary shall circulate (i) the draft and final versions of the minutes of the meetings to all Committee members for their comment and records respectively within a reasonable time after the meetings; and (ii) the minutes of the meetings and reports of the Committee to all members of the Board.

XII. PUBLICATION OF THESE TERMS OF REFERENCE

23. A copy of these terms of reference will be made available to any person without charge upon request and these terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

(In case of any discrepancy between the Chinese and English versions, the English version shall prevail.)