China Boton Group Company Limited
中國波頓集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3318)

Nomination Committee

Terms of Reference

1. Adoption of Terms of Reference

The terms of reference of the Nomination Committee (the "**Committee**") were adopted by the Board of Directors (the "**Board**") of China Boton Group Company Limited (the "**Company**") in March 2012 and subsequently were revised in September 2013, January 2019 and December 2025 respectively.

2. Member

2.1 Members of the Committee shall be appointed by the Board of the Company, which shall consist of not less than three members, the majority of whom shall be the independent non-executive directors ("**INEDs**", and each an "**INED**") of the Company.

2.2 The chairman of the Committee shall be an INED or the chairman of the Board and be appointed by the Board.

2.3 At least one member of the Committee shall be a director of the Company of a different gender.

2.4 The company secretary of the Company or his/her delegate shall be the secretary of the Committee.

3. Attendances at meetings

3.1 The quorum for the meetings of the Committee shall be 2 members. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

3.2 Members of the Committee may participate in any meeting of the Committee by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

4. Frequency of meetings

4.1 The members of the Committee may call any meetings at any time when necessary or desirable (but at least twice in any financial year).

4.2 The proceedings of the meetings of the Committee are governed by the provisions contained in the Company's Articles of Association for regulating the proceedings of the directors of the Company.

5. Authority

5.1 The Committee is authorized by the Board to seek any necessary information which is within the Committee's scope of duties from the employees of the Company and its subsidiaries.

5.2 The Committee is authorized by the Board to, at the costs and expense of the Company, obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable, provided the costs and expenses to be incurred shall be subject to the approval of the Board (such approval not to be unreasonably withheld or delayed).

5.3 The Board shall ensure that the Committee has sufficient resources to perform its duties.

6. Duties

6.1 The duties of the Committee shall include, without limitation, the following:

(a) to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board at least once 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;

(b) to determine the policy for nomination of directors;

(c) to review the Board's diversity policy and directors' nomination policy, as appropriate and to review the measurable objectives that the Board has set for implementation of the diversity policy of the Board and to monitor the progress on achieving those objectives;

(d) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorship;

(e) to assess the independence of the INEDs of the Company;

(f) to make recommendations to the Board on the appointment or reappointment of the directors of the Company and the succession planning for directors, in particular the chairman and the chief executive officer of the Company; and

(g) to support the Company's regular evaluation of the board's performance.

6.2 Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the following information:

(a) The process used for identifying the proposed INED and why the Board believes that he/ she should be elected and the reasons why they consider him/ her to be independent;

(b) If the proposed INED holds seven or more listed company directorship, why the Board believes the proposed INED still be able to devote sufficient time to the Board;

(c) The perspectives, skills and experience that the proposed INED can bring to the Board; and

(d) How the proposed INED contributes to diversity of the Board.

6.3 The Committee should promptly report to the Board of their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.

7. Written resolutions

A resolution in writing signed by all members of the Committee shall be as valid and effectual as if a resolution had been passed at a meeting of the Committee duly convened and held provided that a copy of such resolution has been given or the contents thereof communicated to all members of the Committee for the time being entitled to receive notices of the meetings of the Committee in the same manner as notices of meetings of the Committee are required to be given and further provided that no member of the Committee is aware of or has received any objection to the resolution from any other member of the Committee. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of the Committee and for this purpose a facsimile signature of a member of the Committee shall be treated as valid.

8. Revision and review

This terms of reference shall be reviewed in accordance with the Listing Rules. Any amendment shall be recommended to the Board for approval.

(The latest revision was adopted on 22 December 2025.)