

These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.



財華社
FINET

FINET GROUP LIMITED

財華社集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8317)

NOMINATION COMMITTEE — TERMS OF REFERENCE

Constitution

1. The board (the “**Board**”) of directors (the “**Directors**”) of Finet Group Limited (the “**Company**”) has resolved the establishment of the nomination committee (the “**Committee**”) on 7 January 2005.

Membership

2. The members shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive Directors (the “**INEDs**”). The Company should appoint at least one director of a different gender to the Committee. The Director responsible for human resources function (the “**Responsible Director**”) shall be an ex-officio member of the Committee. The quorum of the Committee meeting shall be two members of the Committee. If only two members are in attendance, then both members shall be INEDs. If more than two members are in attendance, then a majority of the members shall be INEDs. Decisions in any meetings shall be decided by a simple majority of votes.
3. The chairperson of the Committee (the “**Chair**”) shall be appointed by the Board. The chairman of the Committee must be the chairman of the Board or an INED.

Attendance at meetings

4. The company secretary of the Company or his/her delegate or such other person appointed by the Chair shall be the secretary of the Committee (the “**Secretary**”).
5. The Committee members may attend meetings of the Committee either in person or through other electronic means of communication (if made available to the Company). Should any member of the Committee wish to attend a meeting through electronic communication, prior arrangements shall be made with the Secretary.

6. The chairman of the Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the Committee's activities. If the chairman of the Committee is unable to attend, a member of the Committee shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholders' questions on the Committee's activities.

Frequency and procedures of meetings

7. Meetings shall be held as and when required or as requested by the Responsible Director or the Chair. The members may adopt from time to time the procedure governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee. The meetings of the Committee shall be held at least once a year.
8. A resolution in writing signed by all the 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.

Notices of the meetings

9. Meetings of the Committee shall be summoned by the Secretary at the request of any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be forwarded to each member of the Committee, and to any other person required to attend:
 - (a) in relation to all regular meetings of the Committee, at least 3 days before the date of meeting; and
 - (b) in relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.
10. An agenda of items to be discussed, together with supporting papers, shall be sent to the Committee members and to other attendees within a reasonable period of time prior to the date of the meeting.

Authority

11. The Committee is authorised by the Board to seek any information within its terms of reference. It is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
12. The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

13. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

14. The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) 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;
- (b) 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;
- (c) to assess the independence of the INEDs, having regard to the requirements under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM 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 and the chief executive(s) of the Company;
- (e) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review such policy periodically and disclose in the Company's corporate governance report annually, including the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
- (f) to review the policy on Board diversity (the "**Board Diversity Policy**") and the policy on diversity in the Company's workforce (including senior management) (the "**Workforce Diversity Policy**") and their implementation and effectiveness and any measurable objectives (e.g. numerical targets and timelines) for implementing such Board Diversity Policy and Workforce Diversity Policy (as the case may be) as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its review results in the corporate governance report of the Company annually;

- (g) where the Board proposes a resolution to elect an individual as an INED 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 process used for identifying the candidate and why the Board believes the candidate should be elected and the reasons why it considers the candidate to be independent;
 - the perspectives, skills and experience that the candidate can bring to the Board; and
 - how the candidate can contribute to the diversity of the Board.
- (h) to review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account the factors as required by the GEM Listing Rules;
- (i) to support the Company's regular evaluation of the Board's performance at least every two years; and
- (j) to review the nomination policy, the Board Diversity Policy and the Workforce Diversity Policy of the Company periodically and make recommendations on any proposed revisions to the Board.

Other procedures

15. The Chair, in consultation with the Responsible Director and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chair, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at the Committee meeting and be briefed on the issues arising at each Committee meeting. The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting. The Chair shall report at the forthcoming regular board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
16. This terms of reference has been prepared in English and Chinese, and both versions possess equal status and have the same effect.

Publication of the terms of reference

17. The terms of reference of the Committee will be posted on the websites of the Company and GEM of The Stock Exchange of Hong Kong Limited, and will be made available upon request.

Validity and Amendment

18. These terms of reference shall take effect upon the adoption by the Board's resolution.
19. Any changes to the terms of reference shall be effective after they have been approved by the Board.

(Adopted by the Company pursuant to the Board's resolution passed on 7 January 2005 and amended on 30 June 2025)