

*These terms of reference are prepared in English. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.*

## **FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED**

### **匯財金融投資控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8018)**

**(the “Company”)**

## **Nomination Committee**

### **Terms of Reference**

#### **1. ORGANIZATION**

The board (the “**Board**”) of the directors of the Company (the “**Directors**”) has resolved to set up a nomination committee (the “**Committee**”).

#### **2. OBJECTIVE**

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

#### **3. COMPOSITION**

3.1 The Committee shall comprise not less than three Directors and shall be appointed or removed by the Board. If any member of the Committee (the “**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors, with at least one Member of a different gender.

3.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

#### **4. SECRETARY**

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

\* For identification purposes only

## 5. DUTIES

The duties of the Committee shall include:

- 5.1 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 make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 to review the Company's policies on Board diversity (the "**Board Diversity Policy**") and the workforce (including senior management) diversity (the "**Workforce Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy and Workforce Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;
- 5.3 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;
- 5.4 to assess the independence of independent non-executive Directors;
- 5.5 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;
- 5.6 to support the regular evaluation of the performance of the Board; and
- 5.7 to assess regularly each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively.

## 6. MEETINGS OF THE COMMITTEE

### 6.1 Number of meeting

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, telephone or video conference. If required, extraordinary meeting could be convened.

### 6.2 Notice of meeting

Unless waived by all Members on notice, the secretary to the Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

### 6.3 Quorum

Meetings of the Committee shall be attended by two of the Members, with one being an independent non-executive Director, to be effective.

#### **6.4 Conducting the meetings**

Meetings could be convened by attending in person, telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other. With consent by all Members, resolutions of the Committee could be passed by written resolutions.

#### **6.5 Resolutions**

Any resolution shall be passed by the majority votes of the Members who attend the meetings.

#### **6.6 Invitations**

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings.

#### **6.7 Minutes of the meetings**

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including the names of Members and any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and record, within a reasonable time after the meetings, respectively.

### **7. REPORT**

Chairman of the Committee who chair the meetings or other Member who is authorised by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

### **8. INTERPRETATION**

Interpretation of these terms of reference shall belong to the Board.

*(Adopted by the Company pursuant to the Board's resolutions passed on 30 June 2025 and shall come into effect on 1 July 2025.)*