



**NET-A-GO TECHNOLOGY COMPANY LIMITED**

**網譽科技有限公司**

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

**(Stock Code: 1483)**

**(the “Company”)**

## **NOMINATION COMMITTEE – TERMS OF REFERENCE**

**(As adopted on 19th November 2013, and revised on 2 July 2025)**

Approved by the board of directors of the Company (the “**Board**”) on 19 November 2013

### **1 MEMBERSHIP**

- 1.1 The nomination committee (the “**Committee**”) shall consist of at least three directors appointed by the Board from time to time. The majority of the members of the Committee shall be independent non-executive directors of the Company. At least one member of the Committee should be of a different gender.
- 1.2 The Board shall nominate one of the members as the chairman of the Committee.
- 1.3 Saves as otherwise appointed by the Committee, the company secretary shall be the secretary of the Committee and in the absence of the company secretary, a member of the Committee or his/her nominee shall act as the secretary.

## **2 FREQUENCY AND PROCEEDINGS OF MEETINGS**

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive director of the Company. Any member of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the 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 Committee.
- 2.4 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- 2.5 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any member thereof.
- 2.6 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, the chief executive officer of the Company, the chief financial officer of the Company, any other person required to attend and all other executive and non-executive directors of the Company, at least three working days prior to the date of the meeting.
- 2.7 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.

- 2.8 The secretary of the Committee shall minute the proceedings and the resolutions passed of all Committee meetings, including the names of those present and in attendance.
- 2.9 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board.
- 2.10 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
- 2.11 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

### **3 DUTIES, POWERS AND FUNCTION**

The Committee shall —

- (a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations 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 independent non-executive directors of the Company;
- (d) assist the Board in maintaining a board skills matrix;
- (e) to support regular evaluation of the Board's performance;

- (f) to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibility effectively;
- (g) make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman of the Board and the chief executive officer; and
- (h) have a policy concerning diversity of Board members, review the policy and the progress on achieving the objectives set for implementing the policy and should disclose the policy or a summary of the policy in the corporate governance report annually.

The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers necessary

## **4 REPORTING PROCEDURE**

- 4.1 Full minutes of the meetings of the Committee should be kept by the secretary of the Company. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 4.2 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board

## **5 CONTINUING APPLICATIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The bye-laws of the Company, as amended from time to time, regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Nomination Committee.

## **6 POWERS OF THE BOARD**

The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke the provisions of this terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of the provisions of this terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such provisions or resolutions had not been amended or revoked.

## **7 INTERPRETATION**

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