

BRAINHOLE
TECHNOLOGY
BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2203)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

PURPOSE

1. The purpose of the nomination committee (the “**Nomination Committee**”) is to identify, screen and recommend to the board of directors (“**Board**”) of Brainhole Technology Limited (the “**Company**”) appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

COMPOSITION

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of a majority of independent non-executive directors, each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Board shall appoint one member of the Nomination Committee who is an independent non-executive director as the chairman (the “**Chairman**”).

MEETINGS

3. Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (the “**Articles**”) (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.
4. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
5. Members of the Nomination Committee may be represented at a meeting of the Nomination Committee by an alternate appointed by them.
6. A quorum shall be two members of the Nomination Committee.

7. Each member shall have one vote. Subject to the Articles, questions arising at any meeting of the Nomination Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
8. Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all the members of the Nomination Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
9. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require.
10. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

ACCESS

11. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman of the Board and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

REPORTING PROCEDURES

12. Minutes of each meeting of the Nomination Committee shall be prepared and sent to all Nomination Committee members. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these Nomination Committee terms of reference on an annual basis and recommend any proposed changes to the Board.

AUTHORITY

13. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship. The Board shall provide the Nomination Committee with sufficient resources to perform its duties.
14. The Nomination Committee is authorised by the Board to obtain independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

DUTIES

15. The Nomination Committee shall perform the following duties:–

- (a) to review the structure, size and composition (including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and business model;
- (b) to identify individuals who are suitably qualified to become a Board member and to select or make recommendations to the Board on the selection of individuals nominated for directorships having regard to each candidate's merit against an objective criteria and the benefits of diversity of the Board;
- (c) to assess the independence of independent non-executive directors to determine their eligibility;
- (d) 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; and
- (e) having regard to the Company's policy concerning diversity of board members, to make appropriate disclosure of the policy or a summary of the policy including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives in the Corporate Governance Report in the Company's annual report.

Adopted by the Board on 31 March 2023.