

These Terms 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.



Amuse Group Holding Limited

佰悅集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8545)

NOMINATION COMMITTEE TERMS OF REFERENCE

1 Constitution

The board of directors (the “**Board**”) of Amuse Group Holding Limited (the “**Company**”) constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility and specific duty described below.

2 Membership

- 2.1 Members of the Nomination Committee (the “**Members**”) shall be appointed by the Board.
- 2.2 The Nomination Committee shall comprise a minimum of three Members. The majority of the Members shall be independent non-executive directors, with at least one member of a different gender.
- 2.3 The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.
- 2.4 The company secretary of the Company or any other person with appropriate qualification and experience as appointed by the Nomination Committee from time to time shall be the secretary of the Nomination Committee.

3 Meetings

- 3.1 The Nomination Committee shall meet with such frequency and at such times as it may determine, but in any event not less than once a year.
- 3.2 Unless waived by all Members on notice, the secretary of the Nomination Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.
- 3.3 The quorum for a meeting shall be two Members.

- 3.4 Meetings shall be held in person or 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.
- 3.5 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Full minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be sent to all Members for their comment and records within a reasonable time after the meeting.
- 3.8 At the invitation of the Nomination Committee, the directors, external advisers and other persons may attend all or part of any meeting. However, only the Members are entitled to vote at the meetings.

4 Authority

- 4.1 The Nomination Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities where necessary.
- 4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

5 Responsibility and Duty

The main responsibilities and duties of the Nomination Committee should include:

- 5.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed change to the Board to complement the Company's corporate strategy;
- 5.2 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;
- 5.3 to assess the independence of independent non-executive directors;
- 5.4 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;
- 5.5 to monitor the implementation of the Board diversity policy of the Company (the **"Board Diversity Policy"**) and progress towards the achievement of any objective set for implementing diversity on the Board;

- 5.6 to regularly review the Board Diversity Policy to ensure its effectiveness and recommend any revision that may be required to the Board for consideration and approval;
- 5.7 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting.
- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the Board;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.
- 5.8 The chairman of the Nomination Committee or in his absence, another Member or failing this, his duly appointed delegate, shall attend and be available to answer questions at the annual general meeting of the Company.

6 Reporting

The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report to the Board on the findings and recommendations of the Nomination Committee.

Adopted by the Board on 27 June 2025.