

Gold Peak Technology Group Limited

Terms of Reference for Nomination Committee

Constitution

1. The Board has resolved to establish a committee of the Board to be known as the Nomination Committee.

Membership

2. A majority of the members of the Committee shall be Independent Non-Executive Directors.
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.

Meetings

4. Meeting shall be held not less than once a year.
5. A quorum shall be two members, one of whom must be an Independent Non-Executive Director.
6. Meeting can be attended in person or any communication equipment or electronic means which allows all persons participating in the meeting to speak to and hear each other.
7. Resolutions of the Committee shall be passed by a majority of votes and in case of an equality of votes the Chairman of the Committee shall have a second or casting vote.
8. The resolution passed and signed by all members of Committee is valid, and the validity is the same as any resolution passed in the meeting held.

Authority

9. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
10. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

11. The duties of the Committee shall include:

- (a) 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 to the Board on any proposed changes 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;
- (d) 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 officer; and
- (e) support the Company's regular evaluation of the board's performance.

Secretary

12. The Committee shall appoint a secretary who shall attend all meetings and minute the proceedings.

Reporting

13. The Committee shall report to the Board.

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

1 July 2025