

AM GROUP HOLDINGS LIMITED

秀商時代控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1849)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(As adopted by the Company at a Board meeting held on 3 June 2019, and amended pursuant to a written resolutions of the Board dated 24 June 2025)

CONSTITUTION

1. The Nomination Committee was established by resolutions of the board of the directors of the Company (the “Board”, and each director of the Board, a “Director”).

MEMBERSHIP

2. The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors, with at least one member of a different gender. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee one of whom must be independent non-executive Director.
3. The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director.
4. The term of office for a member of the Nomination Committee shall be determined by the Board.

FREQUENCY AND PROCEDURE OF MEETINGS

5. Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company’s articles of association.
6. Meetings shall be held not less than once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.
7. An agenda and any accompanying Committee papers should be sent in full to all members of the Nomination Committee in a timely manner and at least three days before the proposed date of a meeting of the Nomination Committee (or other agreed period).

8. The Company is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.
9. The Secretary of the Nomination Committee shall be the Company Secretary of the Company or his/her appointed delegate.

ANNUAL GENERAL MEETING

10. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Nomination Committee's activities.
11. If the chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Nomination Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder's questions on the Nomination Committee's activities.

AUTHORITY

12. The Nomination Committee is authorised by the Board to investigate any activity mentioned in these Terms. 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 Nomination Committee.
13. The Nomination Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense (see note 1). The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

DUTIES

14. The duties of the Nomination Committee shall include:
 - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually, assist the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the group managing director;

- (c) identifying individuals suitably qualified to become Directors and making recommendations to the Board on the selection of individuals nominated for directorship;
 - (d) assessing the independence of independent non-executive Directors; and
 - (e) support the Company's regular evaluation of the Board's performance
15. The Nomination Committee shall also make recommendations to the Board concerning:
- (a) plans for succession for both executive and non-executive Directors;
 - (b) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees; and
 - (c) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

REPORTING PROCEDURES

16. Full minutes of the Nomination Committee's meetings shall be kept by the secretary of the Nomination Committee and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
17. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings.
18. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

PROVISION OF TERMS

19. The Nomination Committee shall make available these terms of references on request and by inclusion onto the websites of the Group/Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as long as the shares of the Company are listed on the Stock Exchange), thereby explaining the role of the Nomination Committee and the authority delegated to it by the Board.

APPROVAL OF DISCLOSURE STATEMENTS

20. The Nomination Committee shall be responsible for approving all disclosure statements in relation to the Nomination Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the websites of the Group/Company and the Stock Exchange.

REVIEW OF TERMS

21. The Nomination Committee shall review these terms of references annually, and may consider and submit to the Board any proposed changes that the Nomination Committee deems appropriate or advisable.

Notes:

1. Arrangement to seek professional advice could be through the Company Secretary.
2. If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.