



XXF GROUP HOLDINGS LIMITED

喜相逢集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2473)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Constitution

1. The nomination committee (the “**Committee**”) of XXF Group Holdings Limited (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 9 October 2023.

Membership

2. The Committee shall consist of not less than three members to be appointed by the Board, with a majority of whom being independent non-executive directors of the Company.
3. The chairman of the Committee shall be one of the independent non-executive directors of the Company sitting on the Committee or the chairman of the Board.
4. If a member resigns, ceases to be a director of the Company or for any other reason ceases to be a member of the Committee resulting in a reduction of the number of members below the minimum, the Board shall, within three months of that event, appoint such number of new members as may be required to make up the minimum.

Committee secretary

5. The company secretary of the Company or his/her delegate shall act as the secretary of the Committee.

Quorum and voting

6. The quorum of the Committee’s meeting shall be two Committee members, at least one of whom shall be an independent non-executive director of the Company. Questions arising at any Committee’s meeting shall be decided by a majority of votes. In the case of equality of votes, the chairman of the meeting shall have an additional or casting vote.

Attendance at meetings

7. Members of the Committee have the right to attend meetings of the Committee. The Committee may invite executive directors of the Company and/or other persons to attend part or whole of its meetings as necessary to assist it to discharge its duties.

Frequency of meetings

8. Meeting of the Committee shall be held not less than once a year and at such other times as the chairman of the Committee shall require.

Notices of meetings

9. All meetings of the Committee will be called by the secretary or the chairman of the Committee or any person(s) as instructed by the chairman of the Committee, or at the request of the Board.
10. Unless otherwise agreed by all members of the Committee, notices of at least seven days shall be given to all members of the Committee for meetings of the Committee.
11. Agenda and any meeting papers shall be forwarded to each member of the Committee and any other person invited to attend at least three days prior to the date of the meeting (or such other period as the members may agree).

Procedures of meetings and resolutions

12. Unless otherwise stated herein, the meetings are governed by the provisions contained in the articles of association of the Company (the “**Articles**”) for regulating the meetings and proceedings of directors of the Company.
13. Meetings of the Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.
14. The minutes of meetings of the Committee shall be kept by the secretary of the Committee. Minutes of meetings of the Committee shall record in sufficient detail of the matters considered and decisions reached, including any concerns raised by directors or dissenting of the Company views expressed. Such minutes of meetings of the Committee shall be kept by a duly appointed secretary of the meeting and open for inspection at any reasonable time on reasonable notice by any director of the Company. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.
15. The draft and final versions of each minutes of the Committee’s meeting shall be sent to all Committee members for their comments and records within a reasonable period of time after the meeting was held.

16. A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

Authority

17. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the “**Corporate Governance Code**”) as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).
18. The Committee is authorised by the Board:
 - (a) to obtain any information it requires from the management of the Company or any relevant parties of the Company who are directed to co-operate with the Nomination Committee in order to perform its duties; and
 - (b) to obtain or retain external independent professional advice at the Company’s expenses as appropriate to perform its duties.
19. The Committee is to be provided with sufficient resources to perform its duties.

Duties

20. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, taking into account the Company’s board diversity policy, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (b) 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;
 - (c) to assess the independence of independent non-executive directors of the Company;
 - (d) to formulate a policy of selection and nomination of directors and the procedures for the sourcing of suitably qualified director for consideration of the Board and implement such plan and procedures approved;

- (e) to review and implement, as appropriate, the nomination policy setting out the criteria and procedures for the selection and nomination of candidates for appointment or re-appointment as directors;
- (f) 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 of the Company. If the Board intends to propose a resolution at the general meeting of shareholders to elect a person for appointment as an independent non-executive director, the committee shall procure that the following must be specified in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting: (i) the process of identifying the individual, the reasons for selecting such individual for appointment by the Board and the reasons for considering such individual to be an independent party; (ii) if the proposed independent non-executive director is going to act as director for the seventh (or above) listed company, the reasons for the Board to believe that such individual is still able to devote sufficient time to perform his/her duties as a director; (iii) the viewpoints, perspectives, skills and experience that may be brought by such individual to the Board; and (iv) how such individual contributes to the diversity of the Board;
- (g) to review the board diversity policy, as appropriate, to ensure its effectiveness; and review the measurable objectives that the Board has set for implementing the board diversity policy and the progress on achieving these objectives;
- (h) to conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Listing Rules or applicable laws; and
- (i) to consider other topics, as defined by the Board from time to time.

Reporting procedures

21. The chairman of the Committee shall report formally to the Board on the Committee's proceedings after each meeting on its findings, decisions and/or recommendations within its duties and responsibilities, unless there are legal or regulatory restrictions on it to do so. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings, decisions and/or recommendations of the Committee to the Board. The secretary of the Committee shall also circulate the minutes of meetings, reports and/or written resolutions (if any) of the Committee to all members of the Board.

Corporate governance report

22. The work of the Committee during each financial year shall be summarized in the corporate governance report which constitutes part of the annual report.

Annual general meeting

23. The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's work and its responsibilities.

Amendment

24. Subject to the compliance with the Articles and the Listing Rules, any amendment to these terms of reference shall be authorised by the Board.

Publication

25. The Committee shall make available these terms of reference by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

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