



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Adoption of Terms of Reference

The terms of reference of the Nomination Committee of the Company (the “**Committee**”) were amended and adopted by the board (the “**Board**”) of directors (the “**Directors**”) of ITE (Holdings) Limited (the “**Company**”) on 14 June 2024.

2 Membership

The Committee shall comprise a minimum of three Directors appointed by the Board from time to time. The majority of the Committee members shall be independent non-executive Directors.

The chairman of the Committee shall be appointed by the Board and must be an independent non-executive Director.

The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

3. Frequency and proceedings of meetings

The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

The quorum of the Committee meeting shall be two members.

Meetings of the Committee may be held in either in person or through electronic means of communication or in such other manner as the members may agree.

4. Notice and Minutes of Meetings

Unless otherwise agreed, notice of each meeting setting out the venue, time and date on which it is to be held, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee 7 days prior to the date of the meeting.

Committee members could include any matters in the agenda for each Committee meeting.

Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present. The secretary shall minute the proceedings and resolutions of all Committee meetings. Minutes of Committee meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed.

Full minutes shall be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes shall be circulated to all members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for members' inspection.

5. Duties of the Committee

5.1 The duties of the Committee shall include, but not be limited to the following:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes to the Board to complement the corporate strategy of the Company;
- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nominations of directorships of the Company;
- (c) to assess the independence of independent non-executive Director (the "INEDs") and review the INEDs' annual confirmations on their independence; and
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer of the Company.

5.2 Where the Board proposes a resolution to elect an individual as an INED 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 candidate and why the Board believes the candidate should be elected and the reasons why it considers the candidate to be independent;
- (b) if the proposed INED will be holding their seventh (or more) listed company directorship, the reason the Board believes the candidate would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the candidate can bring to the Board; and
- (d) how the candidate can contribute to the diversity of the Board.

5.3 Implement and review the Board diversity policy of the Company (the "**Board Diversity Policy**"), as appropriate, recommend any revisions of the policy to the Board; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and disclose the Board Diversity Policy or a subsidiary of such policy, in particular, the measurable objectives that it has set for implementing the Board Diversity Policy and the progress on achieving these objectives and its review results in the Company's corporate governance report annually.

6. Authority

The Committee is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any reasonable request made by the Committee.

The Committee is authorised to obtain any independent professional advice, at the Company's expense, from any person if it considers necessary to perform its duties.

7. Reporting Responsibilities

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

8. Annual General Meeting

The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company (the “AGM”) and be prepared to respond to questions at the AGM on the Committee’s work and responsibilities.

Note: If there is any inconsistency between the English and Chinese versions of this Term of Reference, the English version shall prevail.