DKE Holding Company Limited

Terms of Reference for the Nomination Committee of the Board

August 2025

* *For identification purposes only*

Chapter 1 General Provisions

Article 1 In order to regulate the selection and appointment of directors and senior management members of DKE Holding Company Limited (the "**Company**"), the Nomination Committee is established and these terms of reference are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the Articles of Association of the Company (the "**Articles of Association**") and other relevant applicable laws, regulations and prescriptive documents.

Article 2 The Nomination Committee is a special body set up by the Board in accordance with the Articles of Association, and is primarily responsible for formulating procedures and standards for the selection and appointment of directors and senior management members, conducting preliminary review on the qualifications and conditions of candidates, and making recommendations to the Board.

Chapter 2 Composition

Article 3 The Nomination Committee shall consist of at least three (inclusive) directors, most of whom shall be independent non-executive directors of the Company. The Nominating Committee shall have at least one director of a different gender.

Article 4 The Nomination Committee shall have one chairman (convener), who shall be the Chairman of the Board or an independent director and shall be responsible for presiding over the work of the committee; the convener shall be appointed by the Board from among the members of the committee.

Article 5 The term of office of the Nomination Committee shall be the same as that of the Board. Members of the Nomination Committee may be re-elected upon expiry of their term of office. If any member ceases to be a director of the Company prior to expiry of his/her term of office, he/she shall automatically lose the qualification for acting as a member of the Nomination Committee and the Board shall fill the consequential vacancy in accordance with Articles 3 to 4 above.

Chapter 3 Duties and Authorities

Article 6 The principal duties and authorities of the Nomination Committee are as follows:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least on an annual basis, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(3) to assess the independence of independent non-executive Directors;

(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 general manager (if any);

(5) to review the candidates to be elected and approved by the shareholders' meeting and the Board and make recommendations to the Board;

(6) other matters as authorized by the Board.

Where necessary, the Nomination Committee shall be authorized to to obtain external legal or other independent professional advice at the Company's expense;

The following candidates are subject to review and recommendation by the Nomination Committee on the basis of decision of the Board:

1. members of the Board and members of the special bodies of the Board;

2. the general manager and deputy general manager of the Company; and

3. the secretary to the Board, the person responsible for financial management and other senior management member(s) identified by the Board.

Chapter 4 Rules of Procedure

Article 7 The Nomination Committee shall convene a meeting at least once a year. A notice shall be given to all members two days before the date of the meeting. The meeting shall be summoned and presided over by the principal member. If the principal member is unable or fails to perform his/her duties, he/she may appoint another member (who shall be an independent non-executive director) to perform his/her duties on his/her behalf. In urgent situations where a meeting needs to be convened as soon as possible, a notice of the meeting may be given in writing, by telephone, by communication or by other means.

Article 8 Meetings of the Nomination Committee shall be held only with the presence of at least more than half of the members. Each member shall have one vote, a resolution of the meeting must be approved by the affirmative vote of more than half of all members of the Nomination Committee.

Article 9 Members of the Nomination Committee shall express clear opinions on the matters considered at the meeting. If a member is truly unable to attend a committee meeting in person, he/she may authorize another member in writing to vote on his/her behalf in accordance with his/her instructions.

The power of attorney shall specify the name of the proxy, subject matter, authority and validity period, and shall be signed by the principal. When attending a meeting, a proxy shall produce the power of attorney and exercise rights within the scope of the authorization.

Article 10 A member of the committee who fails to attend two consecutive meetings in person or by proxy shall be deemed as unable to perform his/her duties, and the Audit Committee shall propose to the Board to remove him/her.

Article 11 Votes at meetings shall be taken by show of hands or by poll.

Article 12 Directors and senior management member(s) of the Company who are not members of the committee may be invited to be present at meetings of the committee if necessary.

Article 13 The Company shall provide the Nomination Committee with sufficient resources to allow the Nomination Committee to perform its duties, and the relevant departments of the Company shall cooperate with the Nomination Committee accordingly in performing its duties. The Nomination Committee may engage intermediaries to provide professional advice regarding its decisions if necessary at the expense of the Company.

Article 14 Where a meeting of the Nomination Committee discusses matters concerning a committee member, that member shall recuse themselves. Such meeting may be held as long as it is attended by more than half of the non-related members, and resolutions of such meeting shall be subject to approval by more than half of the non-related members. If the number of non-related members attending the meeting is less than half of the total number of non-related members of the Nomination Committee, the matter shall be submitted to the Board for consideration.

Article 15 The Nomination Committee shall keep minutes of the meetings. The minutes shall be prepared by the office of the Board and shall include the following particulars:

(1) means for convening the meeting, date, venue and name of the meeting chair;

(2) details of attendance, absence and attendance by proxy;

(3) names and positions of persons present at the meeting;

(4) agenda of the meeting;

(5) key points of speeches delivered by members and relevant persons present at the meeting;

(6) name of the person taking the minutes.

Members attending the meeting of the Nomination Committee shall sign the minutes. The minutes shall be kept by the secretary of the Board for a minimum of ten years.

Article 16 Resolutions and voting results passed at the meetings of the Nomination Committee shall be reported to the Board in writing. The Nomination Committee shall report to the Board its decisions or recommendations, unless it is prevented from doing so due to legal or regulatory restrictions (such as restriction on disclosure due to regulatory requirements).

Article 17 Members of the Audit Committee and persons present at the meetings are obliged to keep matters considered at the meeting confidential and shall not disclose relevant information without authorization.

Chapter 5 Supplementary Provisions

Article 18 These Terms of Reference shall take effect and be implemented on the date of consideration and approval by the Board of the Company, and the provisions in relation to the Company's initial public offering of H shares shall take effect after the Company's initial public offering of H shares. Upon the date of effectiveness of these Terms of Reference, the original terms of reference shall automatically cease to be effective.

Article 20 For any matters not covered in these Terms of Reference, the relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authorities and the relevant provisions of the Articles of Association shall apply. Where the relevant provisions of these Terms of Reference contravene with the laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authorities and the Articles of Association as enacted or amended in the future, such relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles of Association shall prevail.

Article 21 The Board shall be responsible for amending and interpreting these Terms of Reference.

DKE Holding Company Limited
31 August 2025