

E. BON HOLDINGS LIMITED

怡邦行控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Nomination Committee

提名委員會

Terms of Reference

職權範圍

STATUS 組織架構

The nomination committee (the “**Committee**”) is a sub-committee of the board (the “**Board**”) of directors (the “**Director(s)**”) of E. Bon Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to which the Board has delegated consideration of matters set out below.

提名委員會(「**委員會**」)為怡邦行控股有限公司(「**本公司**」，連同其附屬公司，統稱「**本集團**」)董事(「**董事**」)會(「**董事會**」)轄下的小組委員會，由董事會授權代其審議下文所載事宜。

ADMINISTRATIVE STRUCTURE 行政架構

Membership 成員

(A) The 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. A quorum shall be two members. The Committee shall have at least one member of a different gender.

委員會應由董事會從董事中任命，並應由不少於三名成員組成，其中過半數成員應為獨立非執行董事。委員會的會議法定人數為兩名成員。委員會應至少有一名不同性別的成員。

(B) The Chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an independent non-executive Director.

委員會主席由董事會委任，並必須是董事會主席或獨立非執行董事。

***Attendance at meetings* 出席會議**

Only members of the Committee have a right to attend Committee meetings; however other members of the Board or management may be invited to attend, as appropriate.

只有委員會成員有權出席委員會會議，但委員會於適當時可邀請其他董事會成員或管理層成員出席其會議。

The Committee members may attend the meetings in person, by telephone or by video conference.

委員會成員可以親自、通過電話或視像會議參加會議。

***Frequency and procedure of meetings* 會議次數及程序**

(A) Meetings shall be held not less than once a year.

會議次數應不少於每年一次。

(B) An agenda and other relevant documents should be sent, in full, to all members of the Committee in a timely manner and at least three (3) days before the intended date of a meeting of the Committee (or such other period as may be agreed by its members).

議程和其他相關文件應及時完整地發送給委員會所有成員，並且至少在委員會預定會議召開日期三(3)天前(或委員會成員同意的其他期限)發送。

(C) Management is obliged to provide the Committee with adequate and timely information, which is accurate, clear, complete and reliable, to enable the Committee to make informed decisions. Each Committee member has separate and independent access to the Company's senior management ^{Note (i)} and has free access to Board papers and related materials. To fulfil their duties properly, the Committee members may not, in all circumstances, be able to rely purely on information provided voluntarily by the management and they may need to make further enquiries. Where any Committee member requires more information than is volunteered by the management, that Committee member should make further enquiries where necessary.

管理層有義務向委員會提供充分、及時、準確、清晰、完整和可靠的資訊，以使委員會能夠做出明智的決定。各委員會成員均可自行個別接觸本公司高級管理人員^{註(i)}，及有權查閱董事會之文件及有關材料。為了妥善履行職責，委員會成員在任何情況下都可能無法完全依賴管理層自願提供的資訊，他們可能需要進行進一步調查。如果任何委員會成員需要的資訊超出管理層自願提供的範圍，該委員會成員應在必要時進行進一步調查。

(D) The Company secretary shall be the secretary of the Committee.

委員會秘書為本公司秘書。

Authority 權力

- (A) 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 of the Group and all employees of the Group are directed to co-operate with any request made by the Committee.

委員會經董事會授權，可調查其職權範圍內的任何活動。委員會有權向本集團任何員工索取其所需的任何資訊，本集團所有員工均須配合委員會提出的任何要求。

- (B) The Committee is authorised by the Board, upon reasonable request, to seek/obtain external legal or other independent professional advice in appropriate circumstances, at the Company's expense, to perform its responsibilities and to ensure the attendance of such independent professional adviser(s) with relevant experience and expertise if it considers this necessary. The Committee should be provided with sufficient resources to perform its duties.

委員會經董事會授權，在合理要求下，於適當情況下尋求外部法律或其他獨立專業意見，費用由本公司承擔，以履行其職責，並確保在其認為必要時，聘請具備相關經驗和專業知識的獨立專業顧問。委員會應獲提供充足資源以履行其職責。

DUTIES 職務

The duties of the Committee shall include:

委員會的職務包括：

1. to develop, review and implement the nomination policy, which shall include the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship, and to ensure disclosure of such policy in the annual reports of the Company in accordance with the requirements under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);

制定、檢討及執行提名政策，該政策應包括提名程式以及委員會採納的甄選及推薦董事候選人的流程及標準，並確保根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**《上市規則》**」）的規定，於本公司年度報告中披露該政策；

2. to 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 on any proposed changes to the Board to complement the Company's corporate strategy;
至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)、協助董事會編製董事會技能表，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；
3. 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;
物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供建議；
4. to assess the independence of independent non-executive Directors;
評核獨立非執行董事的獨立性；
5. 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;
就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；
6. to establish, develop and review the policy concerning Board diversity, including any measurable objectives that has been set for implementing the policy, to review the progress on achieving those objectives and the effectiveness of such policy, and to ensure disclosure of the same in the annual reports of the Company in accordance with the requirements under the Listing Rules;
設立、制訂及檢討有關董事會多元化的政策，包括為實施該政策而訂立的任何可衡量目標，檢討達成該等目標的進度及該政策的成效，並確保根據《上市規則》的規定在本公司年度報告中披露該等政策；
7. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements in respect of nomination matters;
檢討及監察本公司在遵守有關提名的法律及監管規定方面的政策及常規；
8. to support the Company's regular evaluation of the Board's performance;
支援本公司定期評估董事會的表現；

9. to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments ^{Note (ii)} of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience ^{Note (iii)}, and to ensure the disclosure of the same in the annual reports of the Company in accordance with the requirements under the Listing Rules; and
評估每名董事對董事會的時間投入及貢獻，以及董事有效履行其職責的能力，評估時須考慮董事的專業資格及工作經驗、現任主板或GEM上市公司董事職務、其他重大外部時間投入^{註(ii)}以及與董事的性格、誠信、獨立性及經驗^{註(iii)}相關的其他因素或情況，並確保根據《上市規則》的規定，在本公司年報中披露上述內容；及
10. to consider other topics, as defined by the Board from time to time.
研究其他由董事會不時界定的課題。

REPORTING PROCEDURES 匯報程序

Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman of the Committee or any such other person designated by the Committee from time to time.

在不損害上述的一般性原則下，委員會須向董事會匯報其決定或建議，除非委員會受法律或監管限制所限而不能作出匯報（例如因監管規定限制披露）。匯報由委員會主席或任何其他由委員會不時指派的人士負責。

MINUTES 會議記錄

Minutes of Committee meetings and the record of individual attendance at such meetings shall be prepared by the Company secretary (or his/her delegate(s)). Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Director(s).

委員會會議記錄及個人出席記錄應由本公司秘書（或其代表）編製。委員會會議的完整記錄應由正式指定的會議秘書保存，並應在任何合理時間，經任何董事發出合理通知後，可供查閱。

Minutes of Committee meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and record respectively, as soon as practicable within a reasonable time after the conclusion of any meeting of the Committee.

委員會會議記錄應詳細記錄所審議的事項和所達成的決定，包括委員會成員提出的任何關注或表達的反對意見。會議記錄的草稿及最終定稿應在委員會任何會議結束後的合理時間內儘快送交委員會所有成員，供其評論及記錄。

ANNUAL GENERAL MEETINGS 股東周年大會

The chairman of the Committee should attend annual general meetings of the Company. In his/her absence, the chairman of the Committee should invite another member of the Committee, or failing this their duly appointed delegate, to attend. Such person(s) attending should be available to answer relevant questions at the annual general meetings of the Company.

委員會主席應出席本公司股東周年大會。如委員會主席缺席，應邀請委員會其他成員或其正式委任的代表出席。出席者應在本公司股東周年大會上解答相關疑問。

GENERAL 一般資訊

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

本職權範圍應根據情況變化以及監管規定的變動(包括《上市規則》的規定)，並於必要時更新及修訂。

The Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the HKEx News website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.ebon.com.hk).

委員會應將本職權範圍刊載於聯交所披露易網站(www.hkexnews.hk)及本公司網站(www.ebon.com.hk)，以供公眾查閱，及解釋其角色及董事會轉授予其的權力。

Note: 註：

- (i) For the purpose of these terms of reference, “senior management” should refer to the same category of persons as referred to in the Company’s annual report.
就本職權範圍而言，「高級管理人員」指本公司年報內提及的同一類別的人士。
- (ii) For the purpose of these terms of reference, “significant external time commitments” includes all external commitments beyond directorship roles on issuers listed on the Main Board or GEM that involve significant time commitment. This includes, for example, directorships of issuers listed on an exchange other than the Main Board or GEM, full-time occupations, major consultancy work, major public service commitments, directorships of and involvement in statutory bodies or non-profit organisations.
就本職權範圍而言，「重大外部時間投入」包括除擔任主板或GEM上市發行人的董事職務外，所有需要投入大量時間的外部工作。例如，擔任主板或GEM以外交易所上市的發行人的董事職務、全職工作、主要顧問工作、重大公共服務承諾、擔任法定機構或非營利組織的董事職務及參與其工作。
- (iii) For the purpose of these terms of reference, “other factors or circumstances relevant to the Director’s character, integrity, independence and experience” includes any change or development in the Director’s individual situation or circumstance that should reasonably be taken into account in assessing whether he or she is able to effectively discharge his or her duties.
就本職權範圍而言，「與董事的性格、正直、獨立性和經驗相關的其他因素或情況」包括在評估董事是否能夠有效履行其職責時應合理考慮的董事個人情況或環境的任何變化或發展。
- (iv) If there is any inconsistency in this document between the English and Chinese versions, the English version shall prevail.
如本文件的英文版本與中文版本有任何不一致，以英文版本為準。

June 2025

二零二五年六月