Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1955)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Definitions

1.1 For the purposes of these terms of reference (the "**Terms**"):

"**Board**" means the board of directors of the Company.

"**Company**" means Hong Kong Johnson Holdings Co., Ltd.

"**Company Secretary**" means the company secretary or any one of the joint company secretaries of the Company.

"**Directors**" mean the members of the Board.

"**Nomination Committee**" means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

"**Senior Management**" means the executive Directors and other members of senior management referred to in the Company's most recent annual report and any such other officer of the Company determined by the Board from time to time as senior management of the Company.

"**Stock Exchange**" means The Stock Exchange of Hong Kong Limited.

2. Constitution

The Nomination Committee was established by resolutions of the Board on 3 September 2019.

3. Membership

3.1 The members of the Nomination Committee shall be appointed by the Board from among the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.

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

3.3 The Company Secretary shall be the secretary of the Nomination Committee. The Nomination Committee may, from time to time, appoint any other person with the appropriate qualification and experience as secretary of the Nomination Committee.

4. Frequency and conduct of meetings

4.1 Meetings shall be held at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.

4.2 Notice of any meetings shall be given at least 7 working days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Nomination Committee shall be deemed waiver of the requisite length of notice by such member. An agenda and accompanying meeting papers should be sent in full to all members in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members). The agenda and accompanying meeting papers may be in paper form or electronic form, and may be delivered by post, by email or any other delivery method that could be received by the members.

4.3 The quorum for meetings of the Nomination Committee shall be two members. Members shall attend the meetings in person, or by telephone (or other similar communication equipment), as long as all the attendants of the meeting could listen and talk among themselves during the meeting. Under such circumstances, the attendants shall be considered as attending the meeting in person, counted in the quorum and entitled to vote.

4.4 Each member shall have one vote. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members of the Nomination Committee present. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

4.5 The Senior Management 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 by the Senior Management must be complete and reliable. Where a member of the Nomination Committee requires more information than is volunteered by the Senior Management, the relevant member of the Nomination Committee should make additional necessary enquiries. The Nomination Committee and each of its members shall have separate and independent access to the Senior Management.

5. Authority

5.1 The Nomination Committee is authorised by the Board to investigate into any activity within its terms of reference. 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.

5.2 The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Nomination Committee considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external adviser who advises the Nomination Committee.

6. Duties

6.1 The duties of the Nomination Committee shall include:

6.1.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assisting 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;

6.1.2 making recommendations to the Board on the appointment or re-appointment of Directors and succession plans for Directors, in particular the chairman and the chief executive. The Nomination Committee shall make recommendations on appointment of Directors with due regard to the diversity policy of the Company and in accordance with the challenges and opportunities faced by the Company;

6.1.3 identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;

6.1.4 assessing the independence of independent non-executive Directors;

6.1.5 before making any appointment recommendations to the Board, evaluating the balance of Directors based on (including but not limited to) gender, age, cultural and educational background or professional experience, and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:

6.1.5.1 use open advertising or the services of external advisors to facilitate the search;

6.1.5.2 consider candidates from a wide range of backgrounds; and

6.1.5.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;

6.1.6 reviewing annually the time required from the non-executive Directors. Performance evaluations should be used to assess whether the non-executive Directors are spending enough time in fulfilling their duties;

6.1.7 supporting the Company's regular evaluation of the Board's performance; and

6.1.8 ensuring that the Directors receive a formal letter of appointment from the Board setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

6.2 The Committee shall also make recommendations to the Board concerning:

6.2.1 formulating succession plans for both executive and non-executive Directors;

6.2.2 assessing the independence of the independent non-executive Directors;

6.2.3 membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;

6.2.4 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;

6.2.5 the continuation (or not) in service of any Director who has reached the age of 70;

6.2.6 any matters relating to the continuation in office of any current Director at any time, including any necessary suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contracts;

6.2.7 the appointment of any Director as executive Director or to other office, other than to the positions of chairman and chief executive officer, the recommendation for which would be considered at a meeting of the Board;

6.2.8 the measurable objectives for achieving diversity on the Board and developing a policy concerning diversity of Board members. The Committee will take into consideration a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience, as well as the Company's business model and specific needs; and

6.2.9 conducting any other matters related to the Nomination Committee in accordance with the instructions from the Board from time to time.

7. Reporting procedures

7.1 Full minutes of the Nomination Committee shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

7.2 Minutes of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by the Directors and its members or dissenting views expressed. The draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meetings.

7.3 Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

8. Annual general meetings

The chairman of the Nomination Committee, or in his/her absence, another member of the Nomination Committee, or failing which his/her duly appointed alternate shall attend the annual general meetings of the Company and be available to answer questions thereat on the Nomination Committee's activities and its responsibilities.

9. Terms available

The Nomination Committee shall make available these Terms by inclusion on the website of the Stock Exchange and the Company's official website for corporate communications.

25 September 2025 (Revised)

This document was prepared in English language. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.