Progressive Path Group Holdings Limited
進昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1581)

NOMINATION COMMITTEE
TERMS OF REFERENCE

CONSTITUTION

1. The board of directors (the "**Board**") of Progressive Path Group Holdings Limited (the "**Company**" together with its subsidiaries, the "**Group**") has established a Nomination Committee (the "**Committee**") with authority, responsibility, and specific duties as described below.

MEMBERSHIP AND QUORUM

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company, with at least one member of a different gender. A quorum shall be two members.

3. The chairman of the Committee shall either be the chairman of the Board or an independent non-executive director of the Company and appointed by the Board.

AUTHORITY AND DUTIES

4. The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on its decisions or recommendations.

5. The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Company should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.

6. The duties of the Committee shall be:

   (a) to develop, review and implement, as appropriate, the nomination policy for the Board's consideration and approval; and to make disclosure of such policy or summary of such policy in the Corporate Governance Report of the Company annually;

(b) to review the structure, size, composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, or professional 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 Group's corporate strategy;

(c) to identify individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorships;

(d) to receive nominations from shareholders or directors of the Company when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;

(e) to assess the independence of the independent non-executive directors of the Company and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report of the Company;

(f) where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company 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:

- the process used by identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;

- if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes such individual would still be able to devote sufficient time to the Board;

- the perspectives, skills and experience that such individual can bring to the Board; and

- how such individual contributes to diversity of the Board;

(g) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman of the Board and the chief executive of the Group;

(h) to support the regular evaluation of the performance of the Board;

(i) regularly review the contribution required from a director to perform his/her responsibilities to the Group, and whether he/she is spending sufficient time performing them;

(j) to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management of the Group;

(k) review the board diversity policy periodically and make disclosure of the policy or a summary of the policy in the corporate governance report annually; and

(l) to consider other topics and review other documents as may be reasonably requested by the Board from time to time.

CONSULTATION

7. The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company, have access to independent professional advice to perform its responsibilities where it considers necessary.

SECRETARY

8. The secretary of the Company (or his/her delegate) shall be the secretary of the Committee (the "**Secretary**").

MEETINGS

9. The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet not less than once a year.

10. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

REPORTING PROCEDURES

11. Minutes of each Committee's meeting should be kept by the Secretary and should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the Committee's meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.

12. 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 to the Board on the findings and recommendations of the Committee.

Adopted by the Board on 15 November 2016 (as updated by the Board on 31 December 2018 and 27 June 2025 respectively).