

BlockFin Holdings Limited

鏈信控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 888)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Revised version adopted on 29 December 2025)

1. Objectives

- 1.1 The nomination committee (the “**Committee**”) of BlockFin Holdings Limited (the “**Company**”) together with its subsidiaries, the “**Group**”) has been delegated with authorities to perform the duties and responsibilities hereunder by the board of directors of the Company (the “**Board**”) to assist the following duties:
- (a) to ensure that the Board with a balance of skills, experiences and diversity of perspectives appropriate to the requirements of the business of the Group to enable the Committee to discharge its duties effectively;
 - (b) the appointment or re-appointment of the directors for election at the general meeting of the Company;
 - (c) to ensure succession planning for the Board and senior management of the Company (the “**Senior Management**”) in place; and
 - (d) to review the feedback in respect of the role and effectiveness of the Board arising from the evaluation of the Board.

2. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- 2.1 to review the structure, size, composition (including the skills, knowledge and experience) of the Board at least annually, assist the board in maintaining a record skills matrix, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- 2.2 to review the implementation and effectiveness of the policy on board diversity of the Company (the “**Board Diversity Policy**”) on an annual basis and make recommendations on any proposed changes of the Board Diversity Policy and its implementation to the Board that may be required;
- 2.3 to establish and make recommendation to the Board on, where appropriate, mechanism(s) to ensure independent views and input are available to the Board and to review the implementation and effectiveness of such mechanism(s) on an annual basis;

- 2.4 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;
- 2.5 to assess each directors of the Company (the “**Director(s)**”) time commitment and contribution to the Board, as well as Director’s ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships with other listed issuers in Hong Kong and other significant external time commitments of such Director and other factors or circumstances relevant to the Director’s character, integrity, independence and experience;
- 2.6 to assess the independence of independent non-executive directors of the Company (the “**INED**”);
- 2.7 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;
- 2.8 to support the Company’s regular evaluation of the Board’s performance;
- 2.9 where the Board proposes a resolution to elect an individual as an INED for election by shareholders of the Company (the “**Shareholders**”) at the general meeting in accordance with the bye-laws of the Company (the “**Bye-laws**”), the Committee should recommend to the Board to set out in the circular to the Shareholders and/ or explanatory statement accompanying the notice of the relevant general meeting:
 - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) the perspectives, skills and experience that the individual can bring to the Board;
 - (iii) how the individual contributes to diversity of the Board; and
 - (iv) any other information required to be disclosed in relation to such proposed election.
- 2.10 to make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website “HKEXnews” and the Company’s website.

3. Nomination Policy

- 3.1 The Committee shall take into account the Nomination Policy of the Company from time to time subsisting and in effect and propose any amendments as may be required thereof to the Board for approval.

4. Membership

- 4.1 The Committee shall consist of at least three members (the “**Members**”) appointed by the Board and a majority of whom shall be INEDs. The Committee shall comprise at least one member of a different gender as from time to time and in such timing required to comply with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 4.2 The chairman of the Board or an INED shall act as the chairman of the Committee (the “**Chairman**”).

5. Frequency and Proceedings of Committee Meetings and Quorum

- 5.1 The Committee shall meet at least once a year. Additional meetings shall be held at the request of the Chairman. Meetings shall be summoned by the secretary of the Company who is also the secretary of the Committee (the “**Secretary**”) or a member of the company secretarial department of the Company.
- 5.2 The quorum of a meeting shall be two Members. Decisions shall be determined by a simple majority and, in the event of a tie, the Chairman shall have the casting vote. Proceedings of the Committee shall be governed by the provisions of Bye-laws.
- 5.3 Minutes of all meetings of the Committee shall be taken and kept by the Secretary or a member of the company secretarial department of the Company and, when the Chairman deems appropriate, tabled at the meetings of the Board. Draft and final versions of minutes of the meetings of the Committee should be sent to all Members for their comment and records within a reasonable time after the meeting.
- 5.4 The Committee may, at its discretion, invite other members of the Board or Senior Management, external advisers or consultants, to attend the meeting.

6. Authority and Powers

The Committee is authorized to:

- 6.1 delegate certain of its responsibilities to Senior Management with such powers as and when necessary.
- 6.2 obtain sufficient resources to perform its duties. Where necessary, the Committee may seek advice or support from external advisers including legal advisers, at the Company’s expense.
- 6.3 have access to any information, records or reports from the Senior Management in order to perform its duties and request Senior Management to attend the meetings and answer questions as and when required.

7. Reporting

- 7.1 The Chairman 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).

(In case of discrepancies or inconsistencies between the English version and the Chinese version of these terms of reference, the English version shall prevail.)