



Ahsay Backup Software Development Company Limited

亞勢備份軟件開發有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8290)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(adopted by the Company pursuant to the board resolution passed on 4 September 2015 and further amended with effect from 20 June 2025)

Formation

1. The board (the “**Board**”) of directors (the “**Directors**”) of Ahsay Backup Software Development Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has resolved to establish a nomination committee (the “**Committee**”) with the authority, responsibility and specific duties as described below.

Composition and Quorum

2. The Committee shall be appointed by the Board amongst the independent non-executive Directors and executive Directors of the Company. The Committee shall consist of not less than three members. A majority of the committee members should be independent non-executive Directors.
3. The Committee shall have at least one member of a different gender.
4. A quorum shall be two (2) members, one of whom should be the chairman/chairlady of the Committee. Meetings could be held in person, by telephone or by video conference. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
5. The chairman/chairlady of the Committee shall be appointed by the Board and should be the chairman/chairlady of the Board or an independent non-executive Director.
6. The term of each Committee member shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.

7. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.
8. Unless otherwise provided in these terms of reference, the meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.
9. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Frequency of meetings

10. Meetings of the Committee shall be held not less than once a year and additional meetings shall be held as the work of the Committee demands.

Authority

11. The Committee is authorized by the Board to investigate activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
12. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers this necessary.
13. The Committee shall be provided with sufficient resources to enable it to perform its function.

Duties

14. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including but without limitation, age, cultural and educational background, professional experience, skills, knowledge, length of service, gender and ethnicity) 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;

- (b) 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;
- (c) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report (the “**Corporate Governance Report**”) in the Annual Report of the Company;
- (d) 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, as well as the senior management, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the Board;
- (e) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used for identifying the candidate and why the Board believes the candidate should be elected and the reason why it considers the candidate to be independent;
 - To be repealed after 30 June 2028 if the proposed independent non-executive director will be holding their seventh (or more) directorship of an issuer listed on GEM or the Main Board, the reason the board believes the candidate would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that the candidate can bring to the Board; and
 - how the candidate can contribute to the diversity of the Board.

- (f) (i) to assist the Board to annually review the policy concerning diversity of Board members (the “**Board Diversity Policy**”), as appropriate; and review the measurable objectives (e.g. numerical targets and timelines) that the Board has set for the promotion of gender diversity on its Board and the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve gender diversity; and (ii) the results of the implementation of its Board Diversity Policy conducted during the year (including the progress towards the Company’s objectives), how the Company has arrived at its conclusion; and make disclosure of its review results in the Corporate Governance Report annually;
- (g) regularly review the time required from a Director to perform his/her responsibilities and to evaluate whether the directors have committed adequate time to discharge their responsibilities;
- (h) support the Company’s regular evaluation of the Board’s performance; and
- (i) to consider other topics as defined by the Board.

Reporting procedures

- 15. The secretary or his representative shall circulate draft and final versions of the minutes of meetings to all committee members for their comment and records within a reasonable time after the meeting.
- 16. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman/chairlady of the Committee shall report the findings and recommendations of the Committee to the Board.

Note:

If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.