



LEGENDARY EDUCATION GROUP LIMITED

傳承教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The board (the “**Board**”) of directors (the “**Director(s)**”) of Legendary Education Group Limited 傳承教育集團有限公司 (the “**Company**”) has established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”) with its constitution and particular duties set out below:

1. Membership

- (a) The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive Directors (“**INED(s)**”).
- (b) The chairman of the Nomination Committee shall be appointed by the Board. The chairman of the Nomination Committee must be the chairman of the Board or an INED.
- (c) The Nomination Committee shall comprise at least one member of a different gender.
- (d) The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) from time to time.

2. Secretary of the Nomination Committee

- (a) The company secretary of the Company shall be the secretary of the Nomination Committee.
- (b) The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

3. Meetings

- (a) At least one meeting will be held each year.
- (b) Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would deem to be treated as the waiver of the required notification requirement.
- (c) A quorum shall be two members, one of whom must be an INED. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.
- (d) The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- (e) Resolutions of the Nomination Committee shall be passed with a simple majority of votes.
- (f) Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- (g) Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any director of the Company at any reasonable time on reasonable notice.

4. Attendance at meetings

- (a) Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the provisions contained in the Company's articles of association for regulating the meetings and proceedings of directors.
- (b) Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive, external consultant and other Board members may attend all or any of the meetings.
- (c) Only the Nomination Committee members shall have the voting powers.

5. Written resolutions

A resolution in writing signed by all members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee and may consist of several documents in like form each signed by one or more of the members of Nomination Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the GEM Listing Rules for a physical meeting of the Board or Nomination Committee to be held.

6. Duties and responsibilities

The duties of the Nomination Committee shall include, but shall not be limited to the following:

- (a) 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. When reviewing the structure, size and composition of the Board, the Nomination Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the diversity policy of the Board adopted by the Company from time to time to achieve Board diversity;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships in accordance with the diversity policy of the Board adopted. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of the INEDs in accordance with the provisions of the GEM Listing Rules and other relevant laws, rules and regulations;
- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
 - (ii) the policy on the terms of employment of non-executive Directors;

- (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board;
 - (v) to support the Company's regular evaluation of the Board's performance;
 - (vi) candidates suitably qualified to become members of the Board;
 - (vii) the selection of individuals nominated for directorship;
 - (viii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (ix) the continuation (or not) in service of any INED serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such INED;
 - (x) the appointment or re-appointment of Directors;
 - (xi) succession planning for Directors in particular the chairman and the chief executive;
 - (xii) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy;
 - (xiii) to review regularly the assessment of each Director's time commitment and contribution to the Board, and whether he/she is spending sufficient time performing them; and
 - (xiv) to review and monitor the training and continuous professional development of Directors.
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- (i) succession planning of Directors;
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;

- (iv) the skills and expertise required from members of the Board;
 - (v) the Board's policy concerning diversity of Board members adopted from time to time; and
 - (vi) the relevant requirements of the GEM Listing Rules with regard to directors of a listed issuer;
- (f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 17.90 of the GEM Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
 - (g) to review the diversity policy of the Board and to 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 to make disclosure of its review results in the corporate governance report annually;
 - (h) to support the Company's regular evaluation of the Board's performance; and
 - (i) to consider other matters, as defined or assigned by the Board from time to time.

7. Reporting responsibilities

- (a) The Nomination Committee shall report to the Board. At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.
- (b) The Nomination Committee's recommendations on nomination will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary. Such recommendations will be supported by the resume in respect of the individuals concerned.
- (c) The terms of reference of the Nomination Committee shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the GEM Listing Rules) in Hong Kong. The Nomination Committee should make available these terms of reference by including them on the Stock Exchange's website and the Company's website.

8. Authorities

- (a) The Nomination Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorised to seek any information it requires from any employee or executive director and such persons are directed to co-operate with any request made by the Nomination Committee.
- (b) The Nomination Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- (c) The Nomination Committee is to be provided with sufficient resources by the Company to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- (d) The Company should provide the Nomination Committee sufficient resources to perform its duties.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.

Adopted on 25 September 2014 and revised with effect from 30 July 2025.