

# **AGBA GROUP HOLDING LIMITED**

## **NOMINATION COMMITTEE CHARTER**

### **1. PURPOSE**

The purpose of the Nomination Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to, consistent with the Company’s memorandum and articles of association, as amended and restated from time to time (the “M&A”) and the provisions of this Nomination Committee Charter (the “Charter”), assist the Board by identifying, evaluating, and nominating candidate members of the Board and the committees thereof.

### **2. COMPOSITION**

The Committee shall be comprised of at least two directors, each of whom shall be a member of the Board.

Committee members shall be elected or appointed by the Board. The members of the Committee will serve at the discretion of the Board and may be removed or replaced at any time upon the determination of the Board.

The Committee will comply with all applicable provisions of applicable law, rules, and regulations, including those related to independence and committee composition.

In consultation with the Board, the Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

### **3. RESPONSIBILITY AND AUTHORITY**

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee may assume such other responsibilities as delegated to it by the Board from time to time.

Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

- Considering qualified candidates for positions on the Board.
- Creating and maintaining an evaluation process to ensure that all directors to be nominated to the Board are appropriately qualified in accordance with the company’s memorandum and articles of association and applicable law and regulations.
- Making recommendations to the Board regarding candidates to fill vacancies on the Board.
- Making recommendations to the Board, regarding the size and composition of the Board.
- Reviewing the membership of the various committees of the Board and making recommendations for future appointments.
- Considering and proposing to the Board succession planning for all directors, particularly executive directors, to ensure the continued ability of the Company to

compete effectively in the marketplace.

- At least annually, reviewing and reassessing the adequacy of this Charter and recommending to the Board any amendments or modifications to the Charter that the Committee deems appropriate. The Board may also review, assess, and amend the Charter or any responsibilities delegated to the Committee at its discretion, subject to the Company's organizational documents and other policies.
- Performing periodic performance evaluations of the Committee and reporting to the Board on the results of such evaluation.

#### **4. STRUCTURE AND OPERATIONS**

- The Committee shall meet from time-to-time and shall meet at least two times a year.
- Additional meetings may occur as the Committee or its chairperson deems advisable.
- For the transaction of business at any meeting of the Committee, a majority of the members shall constitute a quorum.
- The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board.
- Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.
- The Committee is governed by the same rules regarding meetings (including meetings by telephone or video conference or similar means), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the memorandum and articles of association of the Company, (c) the laws of the British Virgin Islands, (d) the listing rules of Nasdaq Stock Market LLC, and (e) any other applicable law or regulation.
- The Committee may invite such members of the Company's executive management, board members, and other persons to its meetings as it deems appropriate.
- The Committee may also form and delegate authority to subcommittees as the Committee deems necessary or appropriate.
- The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other experts or consultants, as it deems necessary or appropriate, without seeking approval of the Board or management.
- The Committee has the sole authority to select, retain and terminate consultants, legal counsel, or other advisors to advise the Committee, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such consultants, legal counsel, or advisors. In selecting a consultant or other advisor, the Committee will take into account factors it considers appropriate and as may be required by applicable law or listing standards.

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**Adopted November 10, 2022.**