

# **AMS Public Transport Holdings Limited (the “Company”)**

## **Terms of Reference of the Nomination Committee (“NC”)**

### **1. Role of the NC**

The main role of the NC is to make recommendations to the Board of Directors (“**Board**”) on the suitability and qualification of candidates for Directors so as to ensure that all nominations are fair and transparent. The NC nominates and recommends to the Board candidates for filling vacancies in the Board. It also identifies and nominates qualified individuals, who are expected to have such expertise to make positive contribution to the performance of the Board, to be additional Directors or fill Board vacancies as and when they arise.

### **2. Membership**

The NC is a committee of the Board and will consist of at least three Directors, the majority of them shall be Independent Non-executive Directors (“**INEDs**”) of the Company and at least one Director of a different gender.

The appointment of a member of the NC is made by the chairman of the Board (“**Chairman**”). NC should be chaired by an INED or the Chairman.

### **3. Meeting**

The NC should meet at least once per year and when requested by the Chairman or any member of the NC.

The NC may invite persons, including the Chairman and the Chief Executive Officer of the Company, to attend meetings where appropriate to consult them about their view on the corporate structure and expertise needs for the management of the Group, in order to assist the NC to discharge its duties. The NC may ask certain parties to withdraw from any part of a meeting.

The quorum of a meeting is any two NC members. All decisions of each NC meeting shall be made by majority vote.

Unless specified by these terms of reference, meetings and proceedings of the NC shall be governed by the Company's Articles of Association regulating the meetings and proceedings of the Directors.

### **4. Authority**

The NC will have whatever access it required to the Company’s personnel, information and documents and it will be provided with sufficient resources to perform its duties.

The NC has the right to obtain independent professional advice, when necessary, to assist it with its functions, with the cost to be paid for by the Company

# **AMS Public Transport Holdings Limited (the “Company”) Terms of Reference of the Nomination Committee (“NC”)**

## **5. Responsibilities of the NC**

The NC’s responsibilities include:

- (i) review the structure, size and composition (including the skills, knowledge, experience and diversity considerations) 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;
- (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) assess the independence of INED;
- (iv) 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 Officer;
- (v) implement and review the Board diversity policy for the Board’s consideration, and monitor the progress on achieving the objectives of the Board diversity policy to ensure effective implementation;
- (vi) support the Company’s regular evaluation of the Board’s performance; and
- (vii) assess each Director’s time commitment and contribution to the Board, as well as the Director’s ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of other listed issuers and other significant external time commitments of such Director and other factors or circumstances relevant to the Director’s character, integrity, independence and experience.

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