



南旋控股有限公司
NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

(hereafter the “Company”)

Nomination Committee — Terms of Reference

1. MEMBERSHIP

- 1.1 The nomination committee of the Company (the “**Nomination Committee**”) should be established by the board of directors of the Company (the “**Board**”). The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company (the “**Director(s)**”), the majority of which shall be independent non-executive Directors. The Nomination Committee shall consist of at least one Director of a different gender.
- 1.2 The Nomination Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive Director within the Nomination Committee and appointed by the Board.
- 1.3 The terms of appointment to Nomination Committee members should be determined by the Board at the appointment date.

2. SECRETARY

- 2.1 The company secretary of the Company shall act as the secretary of the Nomination Committee.
- 2.2 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. MEETING

- 3.1 The Nomination Committee should meet at least once a year.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

- 3.3 The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive Director.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Nomination Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the Nomination Committee shall be passed by more than half of the members.
- 3.6 The resolution passed and signed by all members of Nomination Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of Nomination Committee meeting, which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the Director(s) or dissenting views expressed, should be kept by a duly appointed secretary of the Nomination Committee and should be open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. MEETING ATTENDANCE

- 4.1 Upon the invitation from the Nomination Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the Nomination Committee can vote in the meeting.

5. ANNUAL GENERAL MEETING

- 5.1 The chairman or chairlady of Nomination Committee or (if absent) the other member of Nomination Committee (must be an independent non-executive Director) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

6. DUTIES AND POWERS

The Nomination Committee shall have the following duties and powers:

- 6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) 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;

- 6.2 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;
- 6.3 to assess the independence of independent non-executive Directors;
- 6.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular the chairman or chairlady and the chief executive officer);
- 6.5 to review the policy on Board diversity (the “**Board Diversity Policy**”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its review results in the annual report of the Company annually;
- 6.6 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he or she should be elected and the reasons why they consider the individual to be independent;
- 6.7 to support the Company’s regular evaluation of the Board’s performance; and
- 6.8 to assess each Director’s time commitment and contribution to the Board and the Director’s ability to discharge his or her responsibilities effectively.

7. REPORTING

- 7.1 The Nomination Committee shall report to the Board after each of its meetings.

8. AUTHORITY

- 8.1 The Nomination Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.
- 8.2 The Nomination Committee should have access to independent professional advice at the Company’s expense if necessary, to perform the responsibilities of the Nomination Committee.

Remark: the independent professional advice can be sought via the chief financial officer or the company secretary.

- 8.3 The Nomination Committee should be provided with sufficient resources to perform its duties.