NAMYUE HOLDINGS LIMITED

南粵控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01058)

Terms of Reference of Nomination Committee

Formation

The Nomination Committee ("the Committee") was formed pursuant to the board resolution of NAMYUE HOLDINGS LIMITED ("the Company") passed on 8 June 2005.

Composition and Quorum

The Committee members shall be appointed by the board of directors of the Company (the "Board"). A majority of the Committee members should be independent non-executive directors, with at least one Committee member of a different gender.

Members : The Committee shall consist of a minimum of 3 members.

Quorum : 2 members

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.

The Chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board or an independent non-executive director.

Attendance at meeting

Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

The company secretary of the Company shall be the secretary of the Committee. The secretary of the Committee or in his/her absence, his/her representative or any one Committee member, shall be the secretary of the meetings of the Committee.

Frequency of meetings

Meetings shall be held not less than once a year. The chairman of the Committee may convene additional meetings at his discretion.

Reporting Procedures

The Committee is required to report back to the Board on their work (including their decisions and recommendations) from time to time as and when appropriate and in any event at least once annually.

Authority

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

2. 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 if it considers this necessary.

Duties

The duties of the Nomination Committee shall be:

1. To review the structure, size and composition (including the skills, knowledge, experience, gender diversity, etc.) 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 as well as promote shareholder value;

2. To assist the Board in the development and review of the Board's diversity policy and directors' nomination policy, as appropriate; and review the measurable objectives for the implementation of the Board's diversity policy and monitor progress towards the achievement of such (after considering factors including but are not limited to gender, age, cultural and educational background or professional experience);

3. 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;

4. To assess the independence of independent non-executive directors having regard to the criteria under the Listing Rules;

5. 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 managing director;

6. to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;

7. to support the regular evaluation of the performance of the Board; and

8. To consider other topics as defined by the Board.

Date of amendment: *26 October 2018*
30 October 2023
22 August 2025