ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED
正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock Code: 3363)

(股份代號：3363)

("Company" and「本公司」)

Terms of reference of the Nomination Committee ("Committee") of the Board of Directors ("Board") of the Company
董事會(「董事會」)提名委員會(「委員會」)職權範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 4 March 2011.

2. Appointment and composition

2.1 ***Appointment and revocation:*** Members of the Committee shall be appointed and removed by the Board.

2.2 ***Composition:***

Members of the Committee shall:

(1) be appointed from amongst members of the Board; and

(2) consist of not less than three in number with at least one member of a different gender, a majority of whom should be independent non-executive directors of the Company.

1. 組成

1.1 本委員會是按董事會於二零一一年三月四日會議通過的決議案成立的。

2. 委任及組成

2.1 ***委任及罷免：***委員會的成員由董事會委任及罷免。

2.2 ***組成：***

委員會的成員需：

(1) 委任自董事會成員；及

(2) 最少有三名成員，當中至少一名屬不同性別，而且大部分需為本公司的獨立非執行董事。

2.3 ***Chairman of the Committee:*** The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee.

2.3 ***委員會主席：***委員會主席由董事會委任或經委員會成員選舉。

2.4 ***Secretary of the Committee:*** The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

2.4 ***委員會的秘書：***本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的委員會成員可在他們當中選出或委任其他人員擔任該會議的秘書。

3. <u>Proceedings of the Committee</u>

3. <u>會議程序</u>

3.1 ***Convening of meetings:*** A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting.

3.1 ***會議的召開：***任何委員會成員或委員會秘書應委員會成員的要求時，可於任何時間召開委員會會議。

3.2 ***Notice:***

3.2 ***會議通知：***

(1) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.

(1) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。

(2) Notice of meeting shall be given to each Committee member, and to any other person invited to attend, in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary of the Committee by such Committee member or in such other manner as the Committee members may from time to time determine.

(2) 召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或委員會成員不時議定的其他方式發出送予各委員會成員及其他獲邀出席的人士(以該成員最後通知委員會秘書的電話號碼、或傳真號碼、地址或電郵地址為準)。

(3) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(3) 口頭會議通知應儘快(及在會議召開前)以書面方式確實。

(4) Notice of meeting shall state the purpose, time and venue of the meeting.

(4) 召開會議的通知必須說明會議的目的、開會時間和地點。

(5) In respect of regular meetings of the Committee as mentioned in paragraph 3.4 below, and so far as practicable for all other meetings of the Committee, an agenda together with the documents which may be required to be considered by the members of the Committee for the purposes of the meeting shall be sent in full to all members of the Committee in a timely manner and in any event not less than 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

(5) 以下第3.4段所指的委員會定期會議及在切實可行的情況下委員會其他所有會議的議程及委員會成員需就會議而需考慮的文件應全部及時送交全體委員會成員，並至少在計劃舉行委員會會議日期的三天前(或全體委員會成員協議的其他時間內)送出。

3.3 ***Quorum:*** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be independent non-executive directors of the Company.

3.3 ***法定人數：***委員會會議的會議法定人數為兩位委員會成員，而大部份出席的成員須為本公司的獨立非執行董事。

3.4 ***Frequency:*** Regular meetings of the Committee shall be held at least once every year or more frequently if circumstances require to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors ("**Directors**") of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.

3.4 ***次數：***委員會每年最少應召開一次或(若有所需)以上的定期會議，以釐定、檢討及考慮本公司就董事委任、重新委任及罷免的提名程序、前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議。

3.5 ***Votes:***

3.5 ***投票：***

(1) A member of the Committee must abstain from voting on any resolution of the Committee in which he or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Committee, unless the exceptions set out in the bye-laws of the Company apply.

(1) 除公司章程細則容許的情況外，委員會成員不得就任何其本人或聯繫人(聯繫人按香港聯合交易所有限公司證券上市規則(「**《上市規則》**」)所作的定義相同)擁有重大權益的委員會決議進行投票；在確定是否有足夠的法定人數出席考慮有關決議的委員會會議時，其本人亦不得計算在內。

(2) Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.

(2) 委員會的決議以過半數有權出席會議並投票的委員會成員通過。當反對票和贊成票相等時，董事長有權多投一票。

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

4. 書面決議

4.1 委員會成員可以書面決議方式通過任何決議。

5. Alternate Committee members

5.1 A Committee member may not appoint any person as his alternate.

5. 委任代表

5.1 委員會成員不能委任任何人士作為其候補。

6. Authority of the Committee

6.1 The Committee may at the expenses of the Company exercise the following powers:

(1) to seek any information it requires from any employee of the Company and its subsidiaries (together, the "**Group**") and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(2) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;

6. 委員會的權力

6.1 委員會可以行使以下權力，費用由本公司支付：

(1) 要求本公司及其附屬公司(合稱「**本集團**」)的任何僱員及專業顧問，提供委員會為執行其職責而需要的任何資料，並提交報告、出席委員會會議及提供所需資料及解答有關問題；

(2) 於董事的委任或重新委任，評審董事的表現及獨立非執行董事的獨立性；

(3) to obtain outside independent legal or other professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary;

(3) 按照其職權範圍就相關事項向外界尋求獨立法律或其他專業意見(包括獨立的人力資源顧問公司)。如委員會需要，可邀請具備相關經驗及專業才能的外界人士出席其會議；

(4) have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties;

(4) 有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽查冊)、報告或公開徵募；

(5) to have access to sufficient resources in order to perform its duties;

(5) 取得足夠資源以履行其職務；

(6) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(6) 每年檢討本職權範圍條款及本職權範圍對履行委員會職務的有效性，並向董事會提供委員會認為有需要的修改建議；及

(7) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

(7) 行使委員會認為為恰當履行其於第七章項下的責任而需要的權力。

6.2 The Committee shall be provided with sufficient resources to discharge its duties.

6.2 委員會應獲提供予充足的資源以履行其職責。

7. Duties

7.1 The duties of the Committee shall be:

(1) to review the structure, size and composition (including gender, age, cultural and education background, ethnicity, 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;

(2) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;

(3) to assess the independence of the independent non-executive Directors;

(4) to make recommendations to the Board on:

(i) the role, responsibilities, capabilities, skills, knowledge and experience 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;

7. 委員會的職責

7.1 委員會負責履行以下職責：

(1) 至少每年檢討董事會的架構、人數及組成(包括性別、年齡、文化及教育背景、種族、技能、知識、經驗及多樣的觀點與角度方面)、協助董事會編製董事會技能列表，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；

(2) 物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事；

(3) 評核獨立非執行董事的獨立性；

(4) 向董事會提呈下列事項的建議：

(i) 作為董事會成員所應有的角色、責任、能力、技術、知識及經驗；

(ii) 委聘非執行董事的政策；

(iii) 審核委員會、薪酬委員會及其他董事會委員會的組成；

(iv) 董事會的架構、人數及組成擬作出的變動；

(v) candidates suitably qualified to become members of the Board;

(v) 具備合適資格擔任董事的人士；

(vi) the selection of individuals nominated for directorship;

(vi) 挑選被提名人士出任董事；

(vii) 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;

(vii) 輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力；

(viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote on the resolution approving the re-election of such independent non-executive Director;

(viii) 在任多於九年的獨立非執行董事的去留問題，並就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關決議案贊成與否提供建議；

(ix) relevant matters relating to the appointment, re-appointment of Directors;

(ix) 委任及重新委任董事的相關事項；

(x) succession planning for Directors in particular the chairman and the chief executive officer; and

(x) 董事接替計劃的相關事宜(尤其是主席及行政總裁)；及

(xi) the policy concerning diversity of Board members;

(xi) 董事會成員多元化的政策；

(5) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:

(5) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：

(i) succession planning of Directors;

(i) 董事接替計劃；

(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;

(ii) 本集團為保持或加強本集團的競爭優勢所需要的領導才能；

(iii) changes in market environment and commercial needs of the market in which the Group operates;

(iii) 市場環境的轉變及本集團營運市場的商業需要；

(iv) the skills and expertise required from members of the Board; and

(iv) 董事會成員所須具備的技能及專才；及

(v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;

(v) 《上市規則》對上市發行人的董事的相關要求；

(6) 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 13.68 of the 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 defined in the Listing Rules) 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;

(6) 審核所有按《上市規則》第13.68條需事先取得本公司股東批准的現董事或建議委任董事與本集團成員擬簽定的服務合同，並就該等服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及本公司股東應怎樣作表決，向本公司股東提呈建議(但不包括同時為本年司董事而又於該等服務合同有重大利益的股東及其聯繫人(聯繫人按《上市規則》所作的定義相同))；

(7) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;

(7) 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中須訂明對其等之要求，包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作；

(8) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;

(8) 會見辭去本公司董事職責的董事並了解其離職原因；

(9) to review and 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;

(9) 審視及評估每位董事對董事會付出的時間及貢獻，以及董事有效地履行其職責的能力；

(10) to support the Company's regular evaluation of the Board's performance;

(10) 支持本公司定期評價董事會的表現；

(11) to review the Board's policy concerning diversity of Board members adopted from time to time; and

(11) 檢討董事會不時採納的董事會成員多元化政策；及

(12) to consider other matters, as defined or assigned by the Board from time to time.

(12) 考慮及執行董事會不時界定或委派的其他事項。

8. <u>Minutes and records</u>

8. <u>會議紀錄</u>

8.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly.

8.1 委員會秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。

8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the secretary of the Committee.

8.2 委員會秘書需保存完整的委員會會議紀錄及委員會書面決議。

8.3 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting or before the passing of the written resolutions. Once the minutes or, as the case may be, written resolutions, are properly signed, the secretary of the Committee shall circulate the minutes or, as the case may be, written resolutions, and reports of the Committee to all members of the Board.

8.3 委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員(初稿供成員表達意見，最後定稿作其紀錄之用)。會議紀錄或書面決議(視乎情況而定)獲簽署妥當後，委員會秘書應將委員會的會議紀錄或書面決議(視乎情況而定)和報告傳閱予董事會所有成員。

8.4 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

8.4 委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

9. Annual general meeting

9.1 The chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

9. 股東週年大會

9.1 委員會的主席，或在委員會主席缺席時另一名委員會的成員，應出席本公司的股東週年大會以回應股東週年大會上就委員會的活動及其職責提出的問題。

10. Continuing application of the Bye-laws of the Company

10.1 The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. 本公司章程細則的持續適用

10.1 就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

11. Powers of the Board

11.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own corporate governance code), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

11. 董事會權力

11.1 本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程細則及《上市規則》的前提下(包括《上市規則》之附錄C1《企業管治守則》或本公司自行制定的企業管治守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

12. Publication of the terms of reference of the Committee

12.1 The terms of reference of the Committee shall be posted on the website of The Stock Exchange of Hong Kong Limited the Company.

First Adopted Date: 4 March 2011
First Revised Date: 21 December 2011
(first revised effective on 1 January 2012)

Second Revised Date: 23 August 2013
(second revised effective on 1 September 2013)

Third Revised Date: 12 September 2025
(third revised effective on 12 September 2025)

(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)

12. 委員會職權範圍的刊登

12.1 委員會職權範圍可登載在香港聯合交易所有限公司本公司的網站。

首次採納日期：2011年3月4日
首次修訂日期：2011年12月21日
（首次修訂生效日期：2012年1月1日）
第二次修訂日期：2013年8月23日
（第二次修訂生效日期：2013年9月1日）
第三次修訂日期：2025年9月12日
（第三次修訂生效日期：2025年9月12日）

（中文翻譯版本僅供識別，如有歧義，概以英文版本為準。）