



新源萬恒 控股有限公司

New Provenance Everlasting Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

(the “Company”)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. Constitution

The Board of Directors of the Company (the “**Board**”) had resolved to establish a committee known as the “Nomination Committee”.

2. Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board and shall comprise a minimum of three members with at least one member of a different gender.
- 2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors.
- 2.3 The chairman of the Nomination Committee shall be appointed by the Board and should be an independent non-executive director.

3. Secretary

- 3.1 The Company Secretary of the Company shall act as the secretary of the Nomination Committee.
- 3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

4. Quorum

The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Committee, one of whom must be an independent non-executive director.

5. Frequency of meetings

The Nomination Committee shall meet at least once a year.

6. Proceedings at meetings

Unless otherwise specifically provided for in this term of reference, all of the provisions of the Bye-laws of the Company regulating meetings and proceedings of the Board shall, mutatis mutandis, govern the meetings and proceeding of the Nomination Committee.

7. Authorities

7.1 The Nomination Committee is authorized by the Board to seek any information it requires from senior management of the Company in order to perform its duties.

7.2 The Nomination Committee is authorized by the Board where necessary to have access to independent professional advice.

7.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

8. Duties

The Nomination Committee shall have the following responsibilities, powers and discretion:

8.1 to review the structure, size, composition (including the skills, knowledge and experience) and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

8.2 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;

- 8.3 to assess the independence of independent non-executive directors, having regard to, among other things, the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”);
- 8.4 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 chief executive officer;
- 8.5 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and why they believe the individual should be elected and the reasons why they consider the individual to be independent; (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why they believe the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to the diversity of the Board;
- 8.6 to review the Board Diversity Policy of the Company, 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; and
- 8.7 to make disclosure of the Board Diversity Policy or a summary of such policy in the corporate governance report annually.

9. Reporting Procedures

- 9.1 The secretary shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board.
- 9.2 Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed on its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so.

Note: In case of discrepancies or inconsistencies between the English version and the Chinese version of this terms of reference, the English version shall prevail.