



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00922)

(the “Company”)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Membership

- 1.1 The nomination committee of the Company (the “**Nomination Committee**”) was established on 30 March 2012 pursuant to resolutions of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company in compliance with the Appendix C1 of Corporate Governance Code under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
- 1.2 Members of the Nomination Committee (the “**Member(s)**”) shall be appointed by the Board.
- 1.3 Majority of the Members shall be independent non-executive Directors, with at least one Member of a different gender.
- 1.4 The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director appointed by the Board.

2. Secretary

- 2.1 The company secretary of the Company (the “**Company Secretary**”) shall be 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 as the secretary of the Nomination Committee.

3. Meetings

- 3.1 The Nomination Committee shall hold at least one meeting each year.

** For identification purpose only*

- 3.2 Notice of meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The quorum of the Nomination Committee shall be any two Members.
- 3.4 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.
- 3.5 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. Attendance at Meetings

- 4.1 At the invitation of the Nomination Committee, Directors, executives and other persons may attend all or part of any meetings.
- 4.2 Only Members are entitled to vote at the meetings.

5. Annual General Meeting

- 5.1 The chairman of the Nomination Committee or another Member shall attend the Company's annual general meeting and be prepared to respond to questions from shareholders of the Company (the "**Shareholder(s)**") on the activities of the Nomination Committee and their responsibilities.

6. Responsibility, Powers and Discretion

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

- 6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity profile) 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 Board to achieve the Company corporate strategy as well as promote Shareholder value;

- 6.2 to identify suitable director candidates and select or make recommendations to the Board on the selection of individuals to be nominated as Directors;
- 6.3 to assess the independence of independent non-executive Directors having regard to the criteria under the Listing Rules;
- 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 of the Board and the chief executive of the Company;
- 6.5 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 effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM on the Stock Exchange and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
- 6.6 to support the regular evaluation of the performance of the Board; and
- 6.7 to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

7. Reporting Responsibilities

- 7.1 The Nomination Committee shall report to the Board as and when appropriate.

8. Authority

- 8.1 The Nomination Committee is authorised by the Board to seek any information they require from management of the Company in order to perform their duties.
- 8.2 The Nomination Committee is authorised by the Board where necessary to have access to independent professional advice.

Note: Arrangements to seek independent professional advice could be made through the Company Secretary.

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

9. Publication of the Terms of Reference

- 9.1 The terms of reference are posted on the websites of the Company and the Stock Exchange. A copy of the terms of reference will be made available to any person without charge upon request.

Remark: “senior management” refers to the same persons referred to in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.

(If there is any inconsistency between the English and Chinese version of these terms of reference, the English version shall prevail.)

Effective on: 30 March 2012
Revised on: 1 September 2013
26 June 2025
8 September 2025