

**Besunyen Holdings Company Limited 碧生源控股有限公司**  
**(the “Company”)**

**Terms of Reference of Nomination Committee (the “Committee”)**

**Membership**

1. The Committee members shall be appointed by the board of directors of the Company (the “**Board**”), the majority of the members of the Committee shall be independent non-executive directors of the Company.
2. The chairman of the Committee shall be appointed by the Board and shall be either the chairman of the Board or an independent non-executive director of the Company.
3. The term of membership shall be determined by the Board and shall be governed by the provisions of the Articles of Association of the Company.
4. The appointment of the members of the Committee may be revoked, and new appointment can be approved, by resolutions passed by the Board.

**Attendance at meetings**

5. The Company Secretary or his/her nominee shall act as the secretary of the Committee.

**Frequency and proceedings of meetings**

6. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings should be held as and when the Committee considers necessary.
7. The chairman of the Committee may convene additional meetings at his/her discretion.
8. The quorum of a meeting shall be two members of the Committee, of whom at least one is an independent non-executive director of the Company.

9. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

### **Notice of Meetings**

10. Notice of meetings shall be given to all members of the Committee at least three days before the meeting or any shorter period as all the members of the Committee agree.

### **Committee's Resolutions**

11. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") for a Board or Committee meeting to be held.

### **Authority**

12. The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference and all employees are directed to cooperate as requested by members of the Committee.
13. The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other independent professional advice if deemed required and to invite the attendance of outsiders with relevant experience and expertise if it considers necessary.
14. The Committee should be provided with sufficient resources to perform its duties.

### **Duties, powers and functions**

15. The Committee is to:
  - (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;

- (b) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) assess the independence of independent non-executive directors;
- (e) 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;
- (f) review the implementation and effectiveness of the Company's Board diversity policy on an annual basis;
- (g) ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his/her duly appointed delegate, to attend and be available to answer questions at the annual general meeting of the Company; and
- (h) consider other matters, as defined by the Board.

### **Reporting Procedures**

16. The Committee shall report to the Board at least annually. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the decisions and recommendations of the Committee.
17. Full minutes of the Committee meetings should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and records within a reasonable time after the meeting.

### **Availability and update of the terms of reference**

18. Subject to Board approval, these terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.
19. These terms of reference shall be made available to the public on The Stock Exchange of Hong Kong Limited's website and the Company's website in English and in Chinese. The Chinese version of these terms of reference is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.

With effect from 17 March 2023