



## HAO WEN HOLDINGS LIMITED

### 皓文控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8019)**

## **TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

### **MEMBERSHIP**

1. The Nomination Committee shall be appointed by the Board of Directors (the “Board”).
2. The majority of the members (“Members”) of the Nomination Committee shall be independent non-executive Directors (“INEDs”).
3. The Chairman of the Nomination Committee shall be appointed by the Board and shall be an INED.

### **SECRETARY**

4. The Company Secretary, failing whom such other person as the Chairman of the Nomination Committee shall appoint from time to time, shall be the secretary of the Nomination Committee.
5. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

### **MEETINGS**

6. The Nomination Committee shall meet at least once a year.
7. Notice of any meetings has to be given at least 3 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 3 days.
8. The quorum of the Nomination Committee shall be any two Members.
9. 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.

10. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
11. A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
12. 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.

#### **ATTENDANCE AT MEETINGS**

13. At the invitation of the Nomination Committee, the Chairman of the Board and/or Managing Director, external advisers and other persons may be invited to attend all or part of any meetings.
14. Only Members of the Nomination Committee are entitled to vote at the meetings.

#### **ANNUAL GENERAL MEETING**

15. The Chairman of the Nomination Committee or in his/her absence, another Member (who must be INED) of the Nomination Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

#### **RESPONSIBILITY, POWERS AND DISCRETION**

16. The Nomination Committee shall have the following responsibilities, powers and discretion:
  - 16.1. review the structure, size, composition and diversity (including without limitation, perspectives, skills, educational background, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
  - 16.2. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
  - 16.3. assess the independence of independent non-executive Directors and, if a proposed director will be holding their seventh (or more) listed company directorship, his/her ability to devote sufficient time to Board matters;
  - 16.4. make recommendations to the Board on relevant matters relating to the appointment or reappointment of directors and succession planning for directors in particular the Chairman and the Chief Executive Officer;

- 16.5. in the event the Board proposes a resolution at the general meeting to elect a person as an independent non-executive director of the Company, the circular to Shareholders and/or explanatory statement attached to the notice convening the general meeting shall state:
- (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
  - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes 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;
- 16.6. to review the Board Diversity Policy, as appropriate, and review the measurable objectives the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives to ensure the continued effectiveness of the Board Diversity Policy;
- 16.7. to report annually on the Board's composition and make appropriate disclosures regarding the Board Diversity Policy in the Corporate Governance Report;
- 16.8. do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- 16.9. conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

## **REPORTING RESPONSIBILITIES**

17. The Nomination Committee shall report to the Board after each meeting.

## **AUTHORITY**

18. In the event that the Nomination Committee considers it necessary to seek independent advice in relation to the affairs of the Nomination Committee, they should first seek, unless the circumstances are such that it would be inappropriate for them to seek such approval, the approval of the Chairman of the Company. The Company will pay for any expenses reasonably incurred.

19. Members of the Nomination Committee will be entitled to request from the Company and its directors, employees, auditors and advisors all such information as they may reasonably require in order to be able to perform their duties as a member of the Nomination Committee and, upon receipt of a request for any such information from them, the Company will use its reasonable endeavors to procure that such information is provided to them promptly.
20. The Nomination Committee is authorized by the Board where necessary to have access to professional advice. Arrangement to seek professional advice could be made through Company Secretary.
21. The Nomination Committee shall be provided with sufficient resources to discharge its duties.

#### **PUBLICATION OF THE TERMS OF REFERENCE**

22. The terms of reference will be posted on the website of the Company. A copy of the terms of reference will be made available within reasonable time upon payment of reasonable charge upon request.

*Note:* If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.