New Sparkle Roll International Group Limited
新耀萊國際集團有限公司

(Incorporated in Bermuda with limited liability)
（於百慕達註冊成立之有限公司）
(Stock Code 股份代號：970)

Terms of reference of
the Nomination Committee of the Board of Directors
董事會提名委員會職權範圍

(revised and effective from 27 June 2025)
（經修訂及由2025年6月27日起生效）

New Sparkle Roll International Group Limited
新耀萊國際集團有限公司
(the "Company" and "本公司")

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

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 6 October 2008.

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members and a majority of whom shall be independent non-executive directors, with at least one member of a different gender.

2.2 The Chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive Director.

2.3 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 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

1. 組成

1.1 委員會乃按董事會在2008年10月6日舉行之會議上通過之決議案成立。

2. 成員

2.1 委員會成員由董事會從本公司董事中委任,委員會人數須不少於三名,而大部份成員須為本公司之獨立非執行董事,其中最少有一名不同性別的成員。

2.2 委員會主席由董事會委任,由董事會主席或獨立非執行董事擔任。

2.3 本公司之公司秘書為委員會之秘書。當委員會秘書缺席時,出席委員會會議的成員,可互選或委任另一人作為該次會議的秘書。

2.4 經董事會及委員會分別通過決議案,方可撤銷委員會成員之任命或委任額外委員會成員。如該委員會成員不再是董事會成員,該委員會成員的任命將自動撤銷。

3. Proceedings of the Committee

3.1 ***Notice:***

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(b) 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. Notice shall be given to each Committee member 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 from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

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

(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

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

3. 委員會之會議程序

3.1 ***通知：***

(a) 除非委員會全體成員同意，否則召開委員會會議須發出最少七天通知。有關通知應向各委員會成員及受邀參加會議的任何其他人士發出。不論通知期長短，如委員會成員出席會議，則視作放棄收取有關會議通知，除非委員會成員出席會議乃為特意於會議開始時以會議尚未適當召開為由反對處理任何事務，則當別論。

(b) 委員會成員或委員會秘書（應委員會成員要求時）可於任何時候召集委員會會議。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、傳真發送至各委員會成員不時通知秘書的電話號碼或傳真號碼或地址或電郵地址或以各委員會成員可能不時決定的其他方式向各委員會成員發出。

(c) 以口頭通知方式召開的會議，應在切實可行情況下盡快（及於會議召開前）以書面方式確實。

(d) 會議通知必須說明會議舉行時間及地點，並須隨附議程連同就該會議而言可能須經委員會成員考慮之其他文件。

3.2 ***法定人數：***委員會會議之法定人數為兩位委員會成員，而彼等大部須為獨立非執行董事。

3.3 ***Frequency:*** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors (the "Directors") of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors and to review the board diversity policy (the "Board Diversity Policy") and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.

3.3 ***次數：***委員會每年最少舉行一次會議，以檢討、制訂及考慮委任、重新委任及罷免本公司董事(「董事」)的提名程序、前述事項在有關年度的實施及向董事會提呈有關董事任命人選的建議，及檢討董事會多元化政策(「董事會多元化政策」)及執行由董事會不時採納的執行有關政策的任何可衡量目標以及達成該等目標的進度。

3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

3.4 會議可由委員會成員親身出席，或以電話、電子或其他可讓所有出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

3.5 Upon the invitation from the Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, the chief financial officer, external advisor and/or other persons can be invited to attend all or part of any meeting.

3.5 委員會可邀請董事會主席及／或總經理、首席執行官、首席財務官、外部顧問及／或其他人士出席全部或部分會議。

4. <u>Written resolutions</u>

4. <u>書面決議案</u>

4.1 A resolution in writing signed by all the Committee members 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 Committee members.

4.1 經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

5. <u>Alternate Committee members</u>

5. <u>委員會成員之替任代表</u>

5.1 A Committee member may not appoint any alternate.

5.1 委員會成員不能委任任何替任代表。

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

(a) 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;

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

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

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

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

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

6. 委員會之權限

6.1 委員會可以行使以下權力：

(a) 要求本公司及其任何附屬公司(統稱「本集團」)任何僱員及專業顧問，提供委員會執行其職責所需的任何資料，並要求彼等任何人士編製及提交報告、出席委員會會議以及提供資料及解答委員會提問；

(b) 就委任或重新委任董事檢討董事的表現及獨立非執行董事的獨立性；

(c) 就本職權範圍內任何事項尋求外部法律或其他獨立專業意見(包括獨立人力資源顧問公司或其他獨立專業人士的意見)或協助，並於委員會認為有需要時，邀請具備相關經驗及專業知識之外界人士出席委員會會議。有關費用由本公司承擔；

(d) 每年檢討職權範圍及履行職責的有效性，並向董事會建議作出其認為必要之修訂；及

(e) 為使委員會能恰當地履行其於下文第七節下之職責而行使其可能認為必要及合宜之權力。

6.2 委員會應獲提供充足資源以履行其職責。

7. Duties

7.1 The Committee shall report to the Board and the duties of the Committee shall be;

(a) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, professional experience, 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;

(b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship, having due regard to the Board Diversity Policy, the requirements in the bye-laws of the Company, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence, gender diversity and perspectives. In identifying suitable candidates, the Committee shall consider candidates on merit against the objective criteria, with due regard for the benefits of diversity on the Board;

(c) to assess the independence of the independent non-executive Directors by referring the guidelines described in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (as amended from time to time);

(d) to make recommendation(s) to the Board on:

(i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;

(ii) the policy on the terms of employment of non-executive Directors;

7. 職責

7.1 委員會需向董事會匯報，而委員會之職責如下：

(a) 至少每年檢討董事會的架構、規模及組成（包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、經驗及多元化觀點），協助董事會編製董事會技能表，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

(b) 經適當考慮董事會多元化政策、本公司之公司細則、上市規則及適用法律法規的要求以及相關候選人在資格、技能、經驗、獨立性、性別多元化及觀點方面對董事會的貢獻，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。委員會物色合適人選時，應考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

(c) 參照香港聯合交易所有限公司證券上市規則（「上市規則」）（經不時修訂）第3.13條所述指引評核獨立非執行董事的獨立性；

(d) 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、職責、能力、技術、知識、經驗及多元化觀點；

(ii) 委聘非執行董事的政策；

(iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

(iii) 本公司審核委員會、薪酬委員會及其他董事會委員會的組成；

(iv) proposed changes to the structure, size and composition of the Board;

(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) 甄選被提名人士出任董事；

(vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;

(vii) 輪值退任董事的重新委任，就此須考慮彼等的表現及對董事會繼續作出貢獻的能力；

(viii) the appointment or re-appointment of Directors;

(viii) 委任或重新委任董事；

(ix) succession planning for Directors, in particular the chairman and the chief executive; and

(ix) 董事繼任計劃（尤其是主席及行政總裁）；及

(x) the Board Diversity Policy, and the measurable objectives for implementing such policy;

(x) 董事會多元化政策及為執行該政策而制定的任何可計量目標；

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

(e) 在履行上述責任或本職權範圍項下的其他責任時，對下列各項給予充分考慮：

(i) succession planning of Directors;

(i) 董事繼任計劃；

(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) 市場環境的變化及本集團營運市場的商業需要；

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

(iv) 董事會成員所須具備的技能及專業知識；

(v) the Board Diversity Policy adopted from time to time;

(v) 不時採納的董事會多元化政策；

(vi) whether the Directors devote sufficient time and make contributions to the Company that are commensurate with their role and Board responsibilities; and

(vi) 董事是否能按其角色及董事會職責向本公司投入足夠時間並作出貢獻；及

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

(vii) 上市規則對上市發行人董事的相關要求；

(f) 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, taking in account the factors as required by the Listing Rules;

(f) 根據上市規則要求的考慮因素，檢討及評估各董事對董事會投入之時間及貢獻，以及董事能否有效履行其職責；

(g) to ensure that on appointment to the Board, independent 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;

(g) 確保每位被委任的獨立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；

(h) to review the Board Diversity Policy and the measurable objectives for implementing such policy from time to time adopted by the Board, to review the progress on achieving these objectives, and to review the implementation and effectiveness of the Board Diversity Policy on an annual basis;

(h) 檢討董事會多元化政策及執行董事會不時採納的有關政策的任何可計量目標，以及檢討達成該等目標的進度，並每年檢討董事會多元化政策的執行及有效性；

(i) to establish mechanism(s) to ensure independent views and input are available to the Board, to disclose such mechanism(s) in its corporate governance report, and to review the implementation and effectiveness of such mechanism(s) on an annual basis;

(i) 制定機制，以確保董事會可獲得獨立的觀點和意見，並在其企業管治報告中披露該機制，並每年檢討該機制的執行及有效性；

(j) to support the regular evaluation of the performance of the Board;

(j) 支持定期評估董事會的表現；

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

(k) 於任何董事辭任時與董事進行離職訪談，以確定其離職原因；

(l) to disclose the policy for the nomination of Directors performed by the Committee (the "Nomination Policy") as required by the Board from time to time;

(m) to monitor and review the Nomination Policy as required by the Board from time to time; and

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

8. Minutes and records

8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

8.2 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 within a reasonable time after the meeting or before the passing of the written resolutions.

8.3 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.

9. Continuing application of the bye-laws of the Company

9.1 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.

(l) 按董事會不時要求披露委員會提名董事的提名政策(「提名政策」);

(m) 按照董事會的要求不時監察及檢討提名政策;和

(n) 考慮董事會不時指明或指派的其他事項。

8. 會議紀錄及存檔

8.1 委員會秘書應保存各委員會會議之完整會議紀錄及委員會所有書面決議案。

8.2 委員會秘書應於委員會會議結束後或通過書面決議案前之合理時段內,將委員會會議紀錄或書面決議案(視乎情況而定)之初稿及最後定稿發送予委員會全體成員,分別供各成員表達意見及作為記錄。

8.3 委員會秘書應保存本公司各財政年度內舉行之所有委員會會議之紀錄,以及具名記錄每名委員會成員於有關財政年度內舉行之會議之出席率。

9. 本公司之公司細則之持續應用

9.1 倘在可予適用之範圍內及未以此職權範圍內之條文所取代,則本公司之公司細則中監管董事會議及會議程序之條文亦適用於委員會之會議及會議程序。

10. Amendments and Miscellaneous

10.1 The Board may amend the terms of reference of Nomination Committee from time to time.

10.2 These terms of reference are subject to the amendments to the Listing Rules from time to time.

10.3 The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.

(Revised on 21 November 2011)

(Revised on 2 September 2013)

(Revised on 1 January 2019)

(Revised and effective from 27 June 2025)

10. 修訂及其他

10.1 董事會可不時修訂本提名委員會職權範圍。

10.2 本職權範圍受不時修訂上市規則所規限。

10.3 英文版不一致，一切以英文版為準。

（經修訂於2011年11月21日）

（經修訂於2013年9月2日）

（經修訂於2019年1月1日）

（經修訂及由2025年6月27日起生效）