

New Amante Group Limited

新愛德集團有限公司

(incorporated in the Cayman Islands with limited liability)
(the “Company”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS
(the “Committee”)**

*Adopted pursuant to a resolution passed by
the board (the “Board”) of directors (the “Directors”) of the Company on 14 March 2017
and amended pursuant to
a resolution passed by Board on 4 January 2019 and
a resolution passed by the Board on 1 July 2025*

1. MEMBERSHIP

- 1.1 Members of the Committee (the “**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members.
- 1.2 Majority of the Members shall be independent non-executive Directors, which at least one member of a different gender.
- 1.3 The chairman (the “**Chairman**”) of the Committee shall be the Chairman of the Board or an independent non-executive Director appointed by the Board.
- 1.4 An appointment of the Member shall be automatically revoked if such Member ceases to be a Director.

2. SECRETARY

- 2.1 The company secretary of the Company (the “**Company Secretary**”) shall be secretary of the Committee (the “**Secretary**”). In the absence of the Secretary, his/her delegate(s) or any person elected by the Members present at the meeting of the Committee shall attend the meeting of the Committee (the “**Meeting**”) and take minutes.
- 2.2 Notwithstanding any other provisions in these terms of reference, the Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

3. PROCEEDINGS OF THE COMMITTEE

- 3.1 The Committee shall meet at least once a year.
- 3.2 Unless otherwise agreed by all the Members, a regular Meeting shall be called by at least fourteen (14) days’ 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 fourteen (14) days.
- 3.3 The quorum of the Meeting shall be constituted by any two (2) Members.
- 3.4 Meetings could be held in person, by conference telephone or by video conference. Members may participate in a Meeting by means of a conference telephone or similar electric means of communication provided that all persons participating in the Meeting are capable of hearing each other.
- 3.5 The other Directors, Company Secretary or his/her nominee(s), human resources officer and relevant senior management and persons(s) invited by a Member may attend Meetings from time to time where the Committee considers their presence necessary or appropriate to assist the Committee to perform its duties.
- 3.6 Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present.
- 3.7 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed and adopted by all members of the Committee at a Meeting and may consist of several documents in like form each signed by one or more of the Members. Such resolution(s) may be signed and circulated by fax or other electric communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) for a Board or Committee Meeting to be held.

- 3.8 Minutes shall be kept by the Secretary. Draft and final versions of minutes shall be circulated to all Members for their comments and records respectively, in both cases within a reasonable period of time after the Meeting. Such minutes shall be open for Directors' inspection.

4. AUTHORITY

The Board has granted the following authorities to the Committee :

- (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;
- (b) to obtain sufficient resources from the Company to perform its duties;
- (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, as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its Meetings if it considers this necessary. Arrangement to seek independent professional advice could be made through the Company Secretary;
- (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;
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their responsibilities, duties and powers under section 5 below can be properly discharged; and
- (f) to have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

5. RESPONSIBILITIES, DUTIES AND POWERS

Without prejudice to any requirement under the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C to the GEM Listing Rules (as amended from time to time), the responsibilities, duties and powers of the Committee shall include, without limitation, the followings:

- (a) 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 recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
- (b) to identify suitable director candidates and select or make recommendation to the Board on the selection of individuals to be nominated as Directors;
- (c) to assess the independence of independent non-executive Directors having regard to the criteria under the GEM Listing Rules;
- (d) to make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- (e) 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;
- (f) to support the regular evaluation of the performance of the Board; and

- (g) 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.

6. NOMINATION AND APPOINTMENT OF DIRECTORS

- 6.1 In assessing and selecting candidates for Directors, factors that the Committee should consider include, but not limited to, the candidate's character and integrity, professional skills and experience, and the potential contributions a candidate can bring to the Board in terms of diversity of gender, age, culture and educational background etc., whether the candidate meets the required independence criteria, whether the candidate is willing and able to devote sufficient time to fulfill the duties of being a director and a Member under the Board; whether the candidate is suitable for the Company's actual situation, and other factors in relation to the Company's business model etc.
- 6.2 After the Committee receives the proposal to appoint a new Director or the nomination from a shareholder, the Committee shall evaluate the candidate's eligibility to serve as a Director based on the above criteria in combination with his/her personal profile. If multiple candidates are involved, the Committee shall prioritize them according to the Company's needs and candidates' respective qualification. In the case of the re-appointment of a Director at the general Meeting, the Committee shall review the overall contribution of the Directors and their services, their participation and performance within the Board, and whether such Director still meets the above criteria.

7. REPORTING PROCEDURES

- 7.1 The Committee shall report to the Board on a regular basis unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). In particular, the Committee shall report to the Board their findings and recommendations.
- 7.2 Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

8. ANNUAL GENERAL MEETING

The Chairman or in her/his absence, another Member or failing this, his duly appointed delegate, shall attend the Company's annual general meeting and be prepared to respond to questions raised by shareholders on the Committee's activities and responsibilities.

9. CONTINUING APPLICATIONS OF THE ARTICLES

The articles and association of the Company regulating the Meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions herein shall apply, mutatis mutandis, to regulate the Meetings and proceedings of the Committee.

10. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

- 10.1 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 GEM Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.
- 10.2 The Board may, subject to compliance with the Articles and the GEM Listing Rules (including the Corporate Governance Code or, if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.