



**Herbs Generation Group Holdings Limited**  
**草姬集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2593)**

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

**(adopted on 7 November 2024)**

The nomination committee (the “**Committee**”) of Herbs Generation Group Holdings Limited 草姬集團控股有限公司 (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 7 November, 2024.

Set out below are the terms of reference (the “**Terms of Reference**”) of the Committee. Future amendments to this Terms of Reference shall be subject to the Board’s approval.

The Terms of Reference are available for viewing in English and Chinese. If there is any inconsistency between the English and the Chinese versions of the Terms of Reference, the English version shall prevail over the Chinese version.

The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

**1. PURPOSE**

The purpose of the Committee is to identify, consider and recommend to the Board appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board, and to develop and recommend to the Board nomination guidelines, which shall be consistent with any applicable laws, regulations and listing standards, including but not limited to the Listing Rules (as amended from time to time).

**2. COMPOSITION**

2.1 The Committee shall consist of a majority of independent non-executive directors of the Company who shall meet the independence requirements from time to time as stipulated in the Listing Rules. Members of the Committee shall be appointed by the Board.

- 2.2 The Board shall appoint one member of the Committee as the chairperson (the “**Chairperson**”), who must be the chairman of the Board or an independent non-executive director of the Company.
- 2.3 The composition of the Committee shall comply with laws and regulations applicable to the Company, including any applicable requirements as set out in the Listing Rules from time to time.
- 2.4 The membership of the Committee shall be set out in the annual report. Each member of the Committee shall disclose to the Committee:
  - (a) if any of his/her personal economic benefit is involved in any matter to be decided by the Committee (other than his/her benefit as shareholders); or
  - (b) if any conflict of interests arises from any double directorship.

Where any resolution to be considered by the Committee involves the above interests, such member shall abstain from voting, shall not participate in any discussion on such resolution, and shall (at the request of the Board) withdraw from the Committee.

### **3. MEETINGS**

- 3.1 Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (as amended from time to time) (the “**Articles**”) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
- 3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 3.3 The Committee shall meet at least once annually, or more frequently if circumstances require.
- 3.4 Members of the Committee may be represented at a meeting of the Committee by an alternate appointed by him or her.
- 3.5 The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at all meetings of the Committee. The Chairperson shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

- 3.6 A meeting of the Committee may be convened by any of its members.
- 3.7 A quorum of a meeting of the Committee shall be two members of the Committee.
- 3.8 Unless otherwise agreed by all the members of the Committee, notice of at least seven days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairperson shall determine whether or not a meeting of the Committee is a regular meeting.
- 3.9 The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).
- 3.10 Each member shall have one voting right. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 3.11 The members of the Committee shall appoint a secretary of the Committee (the “**Secretary**”) to take minutes. 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 and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by all the attending members of the Committee.
- 3.12 Full minutes of meeting of the Committee shall be kept by the Secretary or the Company Secretary(ies) of the Company. They shall be open for inspection at any reasonable time on reasonable notice by any director.
- 3.13 Minutes of meetings of the Committee (both draft and final versions) and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record in sufficient details of the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.
- 3.14 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all of the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

#### **4. ACCESS**

- 4.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.
- 4.2 The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

#### **5. REPORTING PROCEDURES**

- 5.1 The Committee will consult the chairman of the Board and/or the chief executive officer of the Company about their proposals relating to the selection and appointment of directors.
- 5.2 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference on an annual basis (or from time to time) and recommend any proposed changes to the Board. The Committee shall make available these Terms of Reference, explain its role and the authority delegated to the Committee by the Board on the website of the Stock Exchange and the website of the Company.
- 5.3 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

#### **6. AUTHORITY**

- 6.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 to the Listing Rules (as amended from time to time).
- 6.2 The Committee is authorized by the Board to determine the procedures, process and criteria to be adopted in relation to the selection and recommendation of candidates for directorship.

## **7. RESPONSIBILITIES AND DUTIES**

Without prejudice to any requirements as set out in the CG Code and the Listing Rules from time to time, the duties of the Committee shall include the following:

- (a) to review the structure, size and composition (including but not limited to diversity of skills, knowledge and experience and length of service) of the Board at least once a year and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorships;
- (c) to identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assess the independence of independent non-executive directors of the Company according to the Listing Rules;
- (e) 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;
- (f) to develop a policy concerning diversity of Board members, and disclose the policy or a summary of the policy in the corporate governance report;
- (g) to regularly review the time required from a director to perform his or her duties and ensure that every director can devote adequate time and energy to deal with affairs of the Company; and
- (h) in accordance with the Listing Rules and the Articles, propose to the Board the list of directors who shall retire by rotation in the annual general meeting of the Company (the "AGM").

## **8. ANNUAL GENERAL MEETING**

The Chairperson or in his/her absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the AGM and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.