New Sparkle Roll International Group Limited
新耀莱国际集团有限公司

(Incorporated in Bermuda with limited liability)
（于百慕达注册成立之有限公司）
(Stock Code 股份代号：970)

Terms of reference of
the Nomination Committee of the Board of Directors
董事会提名委员会职权范围

(revised and effective from 27 June 2025)
（经修订及由2025年6月27日起生效）

New Sparkle Roll International Group Limited
新耀莱国际集团有限公司
(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
本公司董事会(「董事会」)提名委员会(「委员会」)职权范围

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. 组成

1.1 委员会乃按董事会在2008年10月6日举行之会议上通过之决议案成立。

2. 成员

2.1 委员会成员由董事会从本公司董事中委任,委员会人数须不少于三名,而大部份成员须为本公司之独立非执行董事,其中最少有一名不同性别的成员。

2.2 委员会主席由董事会委任,由董事会主席或独立非执行董事担任。

2.3 本公司之公司秘书为委员会之秘书。当委员会秘书缺席时,出席委员会会议的成员,可互选或委任另一人作为该次会议的秘书。

2.4 经董事会及委员会分别通过决议案,方可撤销委员会成员之任命或委任额外委员会成员。如该委员会成员不再是董事会成员,该委员会成员的任命将自动撤销。

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. 委员会之会议程序

3.1 ***通知：***

(a) 除非委员会全体成员同意，否则召开委员会会议须发出最少七天通知。有关通知应向各委员会成员及受邀参加会议的任何其他人士发出。不论通知期长短，如委员会成员出席会议，则视作放弃收取有关会议通知，除非委员会成员出席会议乃为特意于会议开始时以会议尚未适当召开为由反对处理任何事务，则当别论。

(b) 委员会成员或委员会秘书（应委员会成员要求时）可于任何时候召集委员会会议。会议通告必须亲身以口头或以书面形式或以电话、电子邮件、传真发送至各委员会成员不时通知秘书的电话号码或传真号码或地址或电邮地址或以各委员会成员可能不时决定的其他方式向各委员会成员发出。

(c) 以口头通知方式召开的会议，应在切实可行情况下尽快（及于会议召开前）以书面方式确实。

(d) 会议通知必须说明会议举行时间及地点，并须随附议程连同就该会议而言可能须经委员会成员考虑之其他文件。

3.2 ***法定人数：***委员会会议之法定人数为两位委员会成员，而彼等大部须为独立非执行董事。

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 ***次数：***委员会每年最少举行一次会议，以检讨、制订及考虑委任、重新委任及罢免本公司董事(「董事」)的提名程序、前述事项在有关年度的实施及向董事会提呈有关董事任命人选的建议，及检讨董事会多元化政策(「董事会多元化政策」)及执行由董事会不时采纳的执行有关政策的任何可衡量目标以及达成该等目标的进度。

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 会议可由委员会成员亲身出席，或以电话、电子或其他可让所有出席会议的人员同时及即时与对方沟通的方式进行，而以上述方式出席会议等同于亲身出席有关会议。

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 委员会可邀请董事会主席及／或总经理、首席执行官、首席财务官、外部顾问及／或其他人士出席全部或部分会议。

4. Written resolutions

4. 书面决议案

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 经由委员会全体成员签署通过的书面决议案与经由委员会会议通过的决议案具有同等效力，而有关书面决议案可由一名或以上委员会成员签署格式类似的多份文件组成。

5. Alternate Committee members

5. 委员会成员之替任代表

5.1 A Committee member may not appoint any alternate.

5.1 委员会成员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. 委员会之权限

6.1 委员会可以行使以下权力：

(a) 要求本公司及其任何附属公司（统称「本集团」）任何雇员及专业顾问，提供委员会执行其职责所需的任何资料，并要求彼等任何人士编制及提交报告、出席委员会会议以及提供资料及解答委员会提问；

(b) 就委任或重新委任董事检讨董事的表现及独立非执行董事的独立性；

(c) 就本职权范围内任何事项寻求外部法律或其他独立专业意见（包括独立人力资源顾问公司或其他独立专业人士的意见）或协助，并于委员会认为有需要时，邀请具备相关经验及专业知识之外界人士出席委员会会议。有关费用由本公司承担；

(d) 每年检讨职权范围及履行职责的有效性，并向董事会建议作出其认为必要之修订；及

(e) 为使委员会能恰当地履行其于下文第七节下之职责而行使其可能认为必要及合宜之权力。

6.2 委员会应获提供充足资源以履行其职责。

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. 职责

7.1 委员会需向董事会汇报，而委员会之职责如下：

(a) 至少每年检讨董事会的架构、规模及组成（包括但不限于性别、年龄、文化及教育背景、专业经验、技能、知识、经验及多元化观点），协助董事会编制董事会技能表，并就任何为配合本公司的公司策略而拟对董事会作出的变动提出建议；

(b) 经适当考虑董事会多元化政策、本公司之公司细则、上市规则及适用法律法规的要求以及相关候选人在资格、技能、经验、独立性、性别多元化及观点方面对董事会的贡献，物色具备合适资格可担任董事的人士，挑选被提名人士出任董事。委员会物色合适人选时，应考虑有关人选的长处，并以客观条件充分顾及董事会成员多元化的裨益；

(c) 参照香港联合交易所有限公司证券上市规则（「上市规则」）（经不时修订）第3.13条所述指引评核独立非执行董事的独立性；

(d) 向董事会提呈下列事项的建议：

(i) 作为董事会成员所应有的角色、职责、能力、技术、知识、经验及多元化观点；

(ii) 委聘非执行董事的政策；

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

(iii) 本公司审核委员会、薪酬委员会及其他董事会委员会的组成；

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

(iv) 董事会的架构、人数及组成拟作出的变动；

(v) candidates suitably qualified to become members of the Board;

(v) 具备合适资格担任董事的人士；

(vi) the selection of individuals nominated for directorship;

(vi) 甄选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) 轮值退任董事的重新委任，就此须考虑彼等的表现及对董事会继续作出贡献的能力；

(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) 董事继任计划（尤其是主席及行政总裁）；及

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

(x) 董事会多元化政策及为执行该政策而制定的任何可计量目标；

(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) 在履行上述责任或本职权范围项下的其他责任时，对下列各项给予充分考虑：

(i) succession planning of Directors;

(i) 董事继任计划；

(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;

(ii) 本集团为保持或加强本集团的竞争优势所需要的领导才能；

(iii) changes in market environment and commercial needs of the market in which the Group operates;

(iii) 市场环境的变化及本集团营运市场的商业需要；

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

(iv) 董事会成员所须具备的技能及专业知识；

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

(v) 不时采纳的董事会多元化政策；

(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会职责向本公司投入足够时间并作出贡献；及

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

(vii) 上市规则对上市发行人董事的相关要求；

(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) 根据上市规则要求的考虑因素，检讨及评估各董事对董事会投入之时间及贡献，以及董事能否有效履行其职责；

(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) 确保每位被委任的独立非执行董事于被委任时均取得正式委任函件，当中须订明对其等之要求，包括工作时间、董事会委员会服务要求及参与董事会会议以外的工作；

(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) 检讨董事会多元化政策及执行董事会不时采纳的有关政策的任何可计量目标，以及检讨达成该等目标的进度，并每年检讨董事会多元化政策的执行及有效性；

(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) 制定机制，以确保董事会可获得独立的观点和意见，并在其企业管治报告中披露该机制，并每年检讨该机制的执行及有效性；

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

(j) 支持定期评估董事会的表现；

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

(k) 于任何董事辞任时与董事进行离职访谈，以确定其离职原因；

(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) 按董事会不时要求披露委员会提名董事的提名政策(「提名政策」);

(m) 按照董事会的要求不时监察及检讨提名政策;和

(n) 考虑董事会不时指明或指派的其他事项。

8. 会议纪录及存档

8.1 委员会秘书应保存各委员会会议之完整会议纪录及委员会所有书面决议案。

8.2 委员会秘书应于委员会会议结束后或通过书面决议案前之合理时段内,将委员会会议纪录或书面决议案(视乎情况而定)之初稿及最后定稿发送予委员会全体成员,分别供各成员表达意见及作为记录。

8.3 委员会秘书应保存本公司各财政年度内举行之所有委员会会议之纪录,以及具名记录每名委员会成员于有关财政年度内举行之会议之出席率。

9. 本公司之公司细则之持续应用

9.1 倘在可予适用之范围内及未以此职权范围内之条文所取代,则本公司之公司细则中监管董事会议及会议程序之条文亦适用于委员会之会议及会议程序。

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. 修订及其他

10.1 董事会可不时修订本提名委员会职权范围。

10.2 本职权范围受不时修订上市规则所规限。

10.3 英文版不一致，一切以英文版为准。

（经修订于2011年11月21日）

（经修订于2013年9月2日）

（经修订于2019年1月1日）

（经修订及由2025年6月27日起生效）