

LUYUAN

绿源

Luyuan Group Holding (Cayman) Limited

綠源集團控股（開曼）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2451)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

Constitution

1. The nomination committee (the **Committee**) is established pursuant to a resolution passed by the board of directors (the **Board**) of Luyuan Group Holding (Cayman) Limited (the **Company**) on August 21, 2023.

Membership

2. Members of the Committee shall be appointed by the Board and shall comprise a minimum number of directors of the Company and the Board may determine, provided a majority of the Committee shall comprise members who are independent non-executive directors of the Company.

Frequency of meetings

6. The Committee shall meet at least once a year. Additional meetings may be held as and when required.

Notice of meetings

7. A meeting of the Committee may be convened by any of its members on the request of the Committee.
8. Unless otherwise agreed by all the members of the Committee, notice of each meeting stating the time, date and place of the meeting shall be given to each member of the Committee and an officer appointed to attend a meeting shall be appointed to the date of the meeting.
9. Agenda and a meeting paper shall be forwarded to each member of the Committee and an officer appointed to attend a meeting shall be appointed to the date of the meeting (on which the period at the meeting may agree).

Proceedings of meetings and resolutions

10. No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum of a meeting shall be two members of the Committee (at least one of whom shall be an independent non-executive director).
11. Only members of the Committee have the right to attend Committee meetings. Officers including but not limited to directors, management, external advisors and consultants may be invited by the Committee to attend for all or part of a meeting and then appropriate.
12. Meetings of the Committee may be held either in person or through electronic means of communication in such other manner as the members may agree.
13. Questions arising at any meeting shall be determined by a majority of one of the members of the Committee present. Each member of the Committee shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.
14. Members may abstain from voting in respect of any resolution which he/she is an interested party.
15. A resolution in writing signed by all members of the Committee shall be a valid and effective resolution if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form each signed by one or more of the members of the Committee.
16. Draft and final minutes of meetings of the Committee shall be sent to all Committee members for their comment and record in respect of their observations on the minutes of the meeting.

- (d) ensure efficient biographical details of nominated candidates are provided to the Board and uphold to enable them to make a decision regarding election of the Board member;
 - (e) ensure the independence of independent non-executive directors;
 - (f) make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
 - (g) conform to and abide by any requirements, decisions and regulations that may be prescribed by the Board contained in the constitutional documents of the Company imposed by the Listing Rules or applicable laws.
24. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should ensure in the circular to shareholders and/or the plan of arrangements accompanying the notice of the election general meeting:
- (a) the procedure for identifying the individual and that the Board believe the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding his or her office in a related company, that the Board believe the individual should still be able to do so efficiently in the interests of the Board;
 - (c) the specific skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to the interests of the Board.

Reporting procedures

25. The Committee shall report to the Board on its findings, decisions and/or recommendations, unless they are illegal or contrary to the interests of the Company.

Annual general meeting

28. The chairman of the Committee or in his /her absence, and the member of the Committee or failing him, his /her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's work and its responsibilities.

Amendment

29. Subject to the compliance with the articles of association of the Company and the Listing Rules, any amendment to the Memorandum of Association shall be authorized by the Board.

Publication

30. The Committee shall make available the Memorandum of Association by publishing them on the website of The Stock Exchange of Hong Kong Limited and the Company.

(If there is an inconsistency between the English and Chinese version of the Memorandum of Association, the English version shall prevail.)