



Blue Moon Group Holdings Limited

藍月亮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6993)

(the “Company”)

Terms of Reference of the Nomination Committee

1 Formation

The Nomination Committee (the “**Committee**”) is a sub-committee of the board of directors of the Company (the “**Board**”) to assist the Board in relation to the matters set out in paragraph 4.

2 Structure and administration

2.1 Composition

2.1.1 The Committee will consist of at least three members appointed by the Board.

2.1.2 A majority of the members of the Committee should be independent non-executive directors.

2.2 Chairman

The Board will appoint the chairman of the Committee who will either be the chairman of the Board or an independent non-executive director. In the absence of a chairman and/or an appointed deputy at any meeting, the Committee will elect one of its members present to act as chairman. The chairman of the Committee (or if the chairman is unable to attend, another member of the Committee or the member’s duly authorized representative if the member fails to attend) should attend the annual general meeting to answer shareholder questions on the Committee’s activities.

2.3 Secretary

The company secretary of the Company or his/her nominee will be the secretary of the Committee.

2.4 Meetings

2.4.1 The Committee will meet at least once a year. Additional meetings may be held at the request of any member of the Committee. The secretary will call meetings.

- 2.4.2 Unless otherwise provided in these terms of reference, proceedings of meetings of the Committee will be governed by articles 111 to 120 of the articles of association of the Company (as amended from time to time).
- 2.4.3 Two members will constitute the quorum.
- 2.4.4 Decisions of the Committee will be determined by a majority of votes and, in the event of a tie, the chairman of the Committee will have the casting vote.
- 2.4.5 The secretary will take and keep minutes of meetings of the Committee. Draft and final minutes of meetings of the Committee will be sent to all members for their comment and records within a reasonable time after the meeting. Minutes of all meetings of the Committee will also be sent to other members of the Board at the same time when they are sent to members.

2.5 Report

The Committee will report to the Board on their decisions or recommendations and will, where appropriate, consult with the chairman of the Board.

3 Authority

- 3.1 The Committee will investigate any activity within its terms of reference.
- 3.2 The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 3.3 The Committee is authorised to have access to sufficient resources to perform its duties and, where necessary, to obtain independent professional advice at the Company's expense, to perform its responsibilities. The Committee is authorised to approve all related fees reasonably incurred and terms of engagement of professional advisers.

4 Areas of responsibilities

4.1 The Committee will:

- (i) review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having regard to the diversity policy;
- (iii) assess the independence of independent non-executive directors;
- (iv) recommend to the Board on the appointment and re-appointment of directors;

- (v) recommend to the Board on the succession planning for directors, in particular the chairman and the chief executive of the Company;
- (vi) draw up, review and update, as appropriate, the diversity policy for the Board's approval, taking into account the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), review the Board's proposal developed to implement that policy and monitor progress made;
- (vii) review from time to time these terms of reference and recommend to the Board any necessary changes; and
- (viii) consider matters outside these terms of reference when requested by the Board.

5 Terms available

- 5.1** The Committee shall make these terms of reference available on request and by including them on the websites of the Company (www.bluemoon.com.cn) and the Stock Exchange (www.hkexnews.hk) in order to explain its role and authority delegated to it by the Board.