

JF Wealth Holdings Ltd

九方财富控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE**

Adopted by the Board on February 20, 2023

Constitution

1. The board of directors (the “**Board**”) of the Company has resolved on February 20, 2023 to establish a committee known as the Nomination Committee (the “**Nomination Committee**”).

Membership

2. The Nomination Committee shall consist of not less than three members, the majority of whom shall be independent non-executive directors who meet the independence requirements as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time). The members and the chairman of the Nomination Committee shall be appointed and removed by the Board.
3. The company secretary of the Company or his representative (in his absence) shall be the secretary of the Nomination Committee (the “**Secretary**”). The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
4. The Board may withdraw the appointment of the members and secretary of the Nomination Committee or appoint additional members of the Nomination Committee by separate resolution.
5. No member of the Nomination Committee shall appoint any alternate to attend the meeting or perform his duties.
6. Meetings and proceedings of the Nomination Committee shall be governed by the provision of the Articles of Association of the Company for regulating the proceedings of meetings of the Board.

Notice of meeting

7. Unless otherwise agreed by all members of the Nomination Committee, the notice of convening a meeting of the Nomination Committee shall be issued not less than two working days before the meeting.
8. The notice of meeting shall contain the date, time and venue of the meeting. An agenda or other documents required to be considered by the members of the Nomination Committee shall also be attached to the notice.
9. Meetings of the Nomination Committee shall be attended in person, by telephone or by video conference.

Quorum

10. The quorum of the Nomination Committee shall be two members.

Frequency of meetings

11. Meetings of the Nomination Committee shall be held at least once a year. The Board or members of the Nomination Committee may demand additional meetings.

Vote

12. Resolutions of the Nomination Committee shall be passed by a majority of votes of the members present. In the case of an equality of votes, the chairman of the Nomination Committee shall have a second vote or casting vote.

Authority

13. The authorities and responsibilities of the Nomination Committee shall include such responsibilities and authorities set out in the code provisions of the Corporate Governance Code (the “**CG Code**”) in Appendix 14 to the Listing Rules (as amended from time to time), including but not limited to:
 - (a) to determine the policy for the nomination of directors of the Company;
 - (b) to delegate its authority and duties to its sub-committees, or individual members, as it deems appropriate;
 - (c) the Nomination Committee, when dealing with matters within the scope of its terms of reference as authorized by the Board, may seek information from any employee and all employees are instructed to co-operate with the Nomination Committee;
 - (d) to seek legal or other independent professional advices from external parties and invite the external parties with relevant experience and expertise to attend its meetings if necessary.
14. The Nomination Committee shall be provided with sufficient resources for the performance of its duties, including resources for seeking independent professional advices.

Functions

15. Subject to the CG Code, the duties of the Nomination Committee shall include but not limited to:
 - (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 to the Board regarding any proposed changes to the corporate strategy of the Company;
 - (b) to identify individuals qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive directors according to the Listing Rules;

- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors, in particular, the chairman and the chief executive officer;
- (e) to regularly review the time required from a director to perform his duties and ensure that every director can devote adequate time and energy to deal with affairs of the Company;
- (f) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
- (g) to formulate the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report;
- (h) to comply with any requirement, direction and regulation prescribed by the Board from time to time or contained in the constitution of the Company or imposed by legislation.

Reporting procedures

- 16. The chairman of the Nomination Committee, having discussed with other members, shall be responsible for drawing up and approving the agenda for each Committee meeting. The chairman, with the assistance of the Secretary, shall ensure that all members shall be promptly provided with sufficient information to enable effective discussion at a Committee meeting.
- 17. The Secretary shall record minutes of all duly constituted meetings of the Nomination Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary or his representative shall circulate the draft and final versions of the minutes and reports of the Nomination Committee to all members of the Nomination Committee for their comments and records within a reasonable time after each meeting.
- 18. The Nomination Committee shall report to the Board on its decisions or recommendations, subject to legal or regulatory restrictions.

Annual general meeting of the Company

- 19. The chairman and other members of the Nomination Committee shall attend the annual general meeting of the Company, and be ready to respond to questions on activities and duties of the Nomination Committee raised by the shareholders of the Company.