Neo-Neon Holdings Limited
同方友友控股有限公司

(the "Company")

(incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE

Revised Terms of Reference

(Approved by the Board on 29 November, 2013 and amended on 20 March, 2019)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the "Board"), the majority of the members of the Committee shall be independent non-executive directors of the Company.

2. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.

3. The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the Articles of Association of the Company.

4. The appointment of the members of the Committee may be revoked, and new appointment be made in place by resolutions passed by the Board.

5. No alternate committee member can be appointed.

6. The Company Secretary or his nominee shall act as the secretary of the Committee.

Frequency and proceedings of meetings

7. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.

8. In addition, the chairman of the Committee may convene additional meetings at his discretion.

9. The quorum of a meeting shall be three members of the Committee of whom at least one is independent non-executive director.

10. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

Board Diversity Policy

11. When performing relevant duties, the Committee shall consider the board diversity policy as stipulated in this document. The Committee is responsible for monitoring the implementation of the policy, and will review and amend the policy, as appropriate, to ensure its effectiveness.

12. When reviewing the size and composition of the Board and searching for and recommending candidates for directors, the Committee shall, taking into account the business model and specific needs of the Company, consider board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate appointment recommendation shall be made to the Board by the Committee based on merit and contribution that the selected candidates will bring to the Board after taking into account the relevant aspects mentioned above.

Authority

13. The Committee shall be provided with sufficient resources to discharge all of its duties and be entitled to obtain sufficient support from the Company's senior management for discharge of duties. Senior management refers to the Chairman, Managing Directors, Executive Directors, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Company Secretary to the Board and other senior management members as defined in the Company's Articles of Association.

14. The Committee could engage, as authorized by the Board, intermediaries for independent professional advice for its decision-making when necessary. The reasonable expenses arising there-from shall be borne by the Company.

15. The Committee will monitor the implementation of the Policy and report to the Board on the achievement of the measurable objectives for achieving diversity under this Policy. The measureable objectives will be based on merit against objective criteria and with due regard for the benefits of diversity on the Board.

16. The Committee will review the Policy, as appropriate, and make recommendations on any required changes to the Board for consideration and approval.

Other Provisions

17. At the invitation of the Chairman of the Board, the Chairman of the Committee, or in his/her absence, another member of the Committee, shall attend the Company's annual general meeting and answer questions.

18. Chairman or one authorized member of the Committee or the supporting and associated department for the Committee shall report to the Board and the Committee's work since the last regular meeting of the Board, or conduct a special report on one specific issue.

Duties, powers and functions

19. The Committee shall –

    (a) Formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;

    (b) without prejudice to the generality of the foregoing:

        (i) review the structure, size and composition (including the skills, knowledge and experience, and other aspects of diversity as set out in the diversity policy of the Board as approved by the Board from time to time) 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 by considering factors including perspective, skills and experience that the individual can bring to the Board, the contribution to diversity of the Board (as set out in the diversity policy of the Board as approved by the Board from time to time);

        (iii) assess the independence of independent non-executive directors of the Company in accordance with the provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws, rules and regulations;

        (iv) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;

        (v) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

        (vi) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

Reporting Procedures

20. The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.