卓悦控股有限公司
BONJOUR Holdings Limited
Hong Kong Stock Code 653

Bonjour Holdings Limited
卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 653)

NOMINATION COMMITTEE
TERMS OF REFERENCE

Bonjour Holdings Limited
(the "Company")
卓悦控股有限公司

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TABLE OF CONTENTS

		Page
1.	CONSTITUTION	3
2.	MEMBERSHIP	3
3.	MEETINGS	3
4.	ATTENDANCE AT MEETINGS	4
5.	FREQUENCY OF MEETINGS	5
6.	AUTHORITY	5
7.	DUTIES & RESPONSIBILITIES	5
8.	REPORTING PROCEDURES	7
9.	PUBLICATION OF THE TERMS OF REFERENCE	7

Bonjour Holdings Limited
(the "Company")
卓悅控股有限公司

Nomination Committee
Terms of Reference

1. CONSTITUTION

1.1 The Nomination Committee was formed pursuant to the board resolution of the Company passed on 16 September 2005.

1.2 Revised on 28 March 2012 pursuant to the Corporate Governance Code effective on 1 April 2012.

1.3 Further revised on 6 June 2025 pursuant to the Corporate Governance Code effective on 1 July 2025.

1.4 The revised version shall supercede any terms of reference previously adopted by the board of directors of the Company (the "Director(s)") (the "Board").

2. MEMBERSHIP

2.1 The members of the Nomination Committee (the "Member(s)") shall be appointed by the board of directors of the Company (the "Director(s)") (the "Board") and the majority of the Members shall be independent non-executive Directors.

2.2 The Nomination Committee shall comprise at least three members and at least one member of a different gender to be appointed by the Board from time to time.

2.3 The chairman of the Nomination Committee (the "Chairman") shall be appointed by the Board. In the absence of the Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting. The chairman of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the Chairmanship.

3. MEETINGS

3.1 The company secretary shall be the secretary of the Nomination Committee.

3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

3.3 A quorum of the Nomination Committee shall be any two Members.

3.4 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, a Member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.

3.5 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

3.6 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

3.7 A resolution in writing signed by all Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

3.8 Full minutes of Nomination Committee meetings should be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the Nomination Committee meetings shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting. Such minutes of meeting shall be opened for the Board's inspection.

4. ATTENDANCE AT MEETINGS

4.1 At the invitation of the Nomination Committee, the chairman of the Board and/or managing Director, head of human resources, external advisers and other persons may attend the meetings.

4.2 Only Members are entitled to vote at the meetings.

5. FREQUENCY OF MEETINGS

5.1 The Chairman, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Nomination Committee's duties and responsibilities require.

5.2 The Nomination Committee shall meet no fewer than one meeting a year.

6. AUTHORITY

6.1 A Member of the Nomination Committee may, through the company secretary, seek professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a Member of the Nomination Committee to the Company within its terms of reference.

6.2 The Nomination Committee shall have the right to require the Company's management to furnish any information it requires for the purposes of discharging its duties.

6.3 The Nomination Committee shall be provided with sufficient resources to discharge its duties.

7. DUTIES & RESPONSIBILITIES

The Nomination Committee shall have the following duties and responsibilities:-

7.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skill matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

7.2 to give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are needed on the Board in the future;

7.3 to be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise but will make no prior commitment in advance of Board approval to such candidates;

7.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board and, with reference to such evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:

(a) use open advertising or the services of external advisers to facilitate the search;

(b) consider candidates on merit and against objective criteria, taking care (in the case of non-executive appointments) that appointees have enough time available to devote to the position;

(c) keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace;

(d) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(e) in consultation with the head of human resources, recommend to the Board procedures for formal and rigorous annual evaluation of performance of the Board, its committees and individual Directors;

(f) review annually the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending sufficient time in discharging their duties; and

(g) ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

7.5 to support the Company's regular evaluation of the Board's performance.

7.6 The Nomination Committee shall also make recommendations to the Board concerning:

(a) succession plans for both executive and non-executive Directors and in particular for the key roles of chairman of the Board and Chief Executive;

(b) suitable plans for the role of senior independent Director, if thought appropriate;

(c) membership of the audit and remuneration committees, in consultation with the chairmen of those committees;

(d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

(e) the continuation (or not) in service of any Director who has reached the age of 70;

(f) the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's articles of association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

(g) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and

(h) the appointment of any Director to executive or other office other than to the positions of chairman of the Board and Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

7.7 The Nomination Committee shall identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

7.8 The Nomination Committee shall assess the independence of independent non-executive Directors; and

7.9 The Nomination Committee shall 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.

8. REPORTING PROCEDURES

8.1 The secretary shall circulate the minutes of meetings and reports of the Nomination Committee to all Members.

8.2 The Nomination Committee shall report to the Board after each meeting.

8.3 The Nomination Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. PUBLICATION OF THE TERMS OF REFERENCE

9.1 The terms of reference will be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company. It is also available at the Company's principal place of business in Hong Kong open for inspection by the shareholders during normal business hours. A copy of the terms of reference will be made available to any person without charge upon request.