

**蘭州莊園牧場股份有限公司**  
**(Lanzhou Zhuangyuan Pasture CO., LTD. \*)**  
**Nomination Committee of the Board of Directors**  
**Terms of Reference**

**Chapter 1 – General**

**Article 1** Lanzhou Zhuangyuan Pasture CO., LTD.\* (the “Company”) has established a nomination committee (the “Nomination Committee”) under the board of directors (the “Board”) and formulated these terms of reference (“Terms”) in accordance with pertinent laws and regulations, including the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “Company Law”), the Corporate Governance Standards for Listed Companies (《上市公司治理準則》) and the Guidelines on the Regulated Operation for Companies Listed on the SME Board of Shenzhen Stock Exchange (《深圳證券交易所中小企業板上市公司規範運作指引》), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong (“Hong Kong Listing Rules”) and other regulatory documents and the Articles of Association of Lanzhou Zhuangyuan Pasture CO., LTD.\* (the “Articles”) and the Rules of Proceedings of the Board of Directors to perfect the corporate governance structure of the Company, regulate the appointment of directors and senior management of the Company and optimize the composition of the Board and the senior management team.

**Article 2** The Nomination Committee of the Board is a specialized institution set up by the Board in accordance with the Articles. It shall primarily be responsible for studying and making recommendations on the standards of selection, qualifications for office and evaluation procedures in respect of the directors and senior management of the Company; and shall be responsible for conducting extensive search for qualified candidates for the directors and senior management of the Company and making recommendations of appointment / removal to the Board.

**Chapter 2 Composition**

**Article 3** The Nomination Committee shall comprise 3 directors, more than one half (namely, two) of which shall be independent non-executive directors of the Company.

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**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors or one-third of all directors, and shall be elected by the Board.

**Article 5** The Nomination Committee shall have one principal member (namely, the chairman or convener), who shall be an independent non-executive director and responsible for overseeing the work of the Nomination Committee. The committee chairman shall be elected with the affirmative votes of more than half of all members of the Nomination Committee.

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**Article 6** The term of office of a member of the Nomination Committee shall be concurrent with that of the Board. A member of the Nomination Committee may serve further

terms if re-elected upon conclusion of his / her current term. If any committee member ceases to be a director of the Company during his / her term of office, he / she shall automatically cease to be a member of the Nomination Committee. The vacancy shall be filled in accordance with Articles 3 to 5 of these Terms.

Where re-election is not conducted when due upon conclusion of the term of office of the Board, directors serving as members of the Nomination Committee prior to the expiration shall continue to perform their duties as such in accordance with provisions of the laws, administrative regulations, departmental rules, the Articles and these Terms until the re-elected directors take office.

### **Chapter 3 Duties and Powers**

**Article 7** The primary duties and powers of the Nomination Committee shall be as follows:

(1) To make, at least annually, recommendations to the Board on the structure, size and composition (in terms of, among other things, skills, expertise and experience) of the Board; and to make recommendations in respect of any proposed changes to the Board to support the strategies of the Company; App14-A.5.2(a)  
App14-A.5.2(b)

(2) To study and formulate standards and procedures for the selection and appointment of directors and senior management personnel and implementation the same after approval by the Board;

(3) To conduct extensive search for qualified candidates for the offices of director and senior management;

(4) To conduct vetting of directors and senior management personnel and make recommendations on appointment or removal;

(5) To assess the independence of the independent non-executive directors;

(6) To make recommendations to the Board in respect of the appointment or re-appointment of directors and succession plans for directors (in particular the Chairman and President);

(7) To conduct vetting of other senior management personnel required to be appointed by the Board and make recommendations on appointment or removal;

(8) To formulate and review the board diversity policy; to implement the objectives of the Board in relation to the board diversity policy and review the progress of such implementation; and to disclose the findings of such review in the corporate governance report; App14-A.5.6

(9) Other matters as authorized by the Board;

(10) Other duties as stipulated by the China Securities Regulatory Commission and the Shenzhen Stock Exchange.

**Article 8** The Nomination Committee shall be accountable to the Board and proposals of the Nomination Committee shall be submitted to the Board for consideration and decision.

#### **Chapter 4 Procedures for Decision-making**

**Article 9** The Nomination Committee shall study and draw up resolutions in respect of selection criteria, selection procedures and term of office for the directors and senior management of the Company in accordance with the provisions of pertinent laws and regulations, Hong Kong Listing Rules and the Articles, having regard for the specific circumstances of the Company, and implement accordingly after approval by the Board.

**Article 10** Procedures for the selection and appointment of directors and senior management:

(1) The Nomination Committee shall communicate with relevant departments of the Company in a proactive manner to find out what type of new directors and senior management personnel are required by the Company and shall prepare information in writing in relation thereto;

(2) The Nomination Committee may conduct extensive search for candidates of directors or senior management within the Company and its subsidiary (associate) enterprises, as well as in the market for human resources;

(3) Particulars of shortlisted candidates, including occupations, academic qualifications, titles, detailed working experiences and all concurrently held positions, shall be collected and compiled into information in writing;

(4) A person cannot be confirmed as a candidate for the office of director or senior management unless he / she has given consent to such nomination;

(5) A meeting of the Nomination Committee shall be convened and vetting in respect of the qualifications of the shortlisted candidates shall be conducted in accordance with the criteria for appointment of directors and senior management;

(6) Relevant information on candidates of directors and candidates of senior management and recommendation on appointment or removal shall be furnished to the Board prior to the election of new directors and the appointment of new senior management;

(7) Other subsequent tasks shall be performed in accordance with the decisions and feedback of the Board.

## Chapter 5 Rules of Proceedings

**Article 11** The Nomination Committee shall meet as and when needed, and a notice shall be given to all members seven days prior to any meeting. The meeting shall be presided over by the committee chairman. If the committee chairman is unable to attend, another member (being an independent non-executive director) may be appointed to preside over the meeting.

In case of emergency where an interim meeting of the Nomination Committee needs to be convened as soon as practicable, the notice of meeting may at any time be given through telephone or otherwise given verbally, provided that an explanation shall be made by the committee chairman at the meeting.

The notice of meeting must state the time and venue of and matters to be considered at the meeting, and related resolutions must be attached to the notice of meeting.

**Article 12** The quorum for a meeting of the Nomination Committee shall be more than two third of the members. Each member shall have one vote and any resolution of the meeting shall be passed by more than one half of all members.

A member of the Nomination Committee may attend a meeting in person or appoint another member as proxy to attend the meeting and vote on his / her behalf. Each member may act as the proxy of at most one other member. A proxy purporting to represent two or more members shall be invalid.

A member of the Nomination Committee who has not attended a meeting in person nor appointed another member as proxy to attend on his / her behalf shall be deemed as absent from the meeting. A member who is absent from two consecutive meetings shall be deemed as incapable of due performance of duties and the Board of the Company may remove him / her from the committee.

**Article 13** Voting at meetings of the Nomination Committee shall be conducted by way of a show of hands or a poll. A Nomination Committee meeting may be convened by way of on-site meeting, video conference or conference call.

**Article 14** Directors, supervisors and senior management of the Company may be invited to attend the meetings of the Nomination Committee if deemed necessary by the Nomination Committee, provided that attendees who are not members of the Nomination Committee shall not be entitled to vote in respect of any resolutions.

**Article 15** The Nomination Committee shall be provided with sufficient resources for the dispensation of its duties. Where necessary, the Nomination Committee may engage intermediaries at the cost of the Company to provide professional advice in relation to its decisions.

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**Article 16** The procedures for convening meetings of the Nomination Committee and the voting methods adopted by and resolutions passed at such meetings must be in compliance with the provisions of pertinent laws and regulations, other regulatory documents, Hong Kong Listing Rules, the Articles and these Terms.

**Article 17** The Nomination Committee shall cause minutes of meeting to be kept in respect of its meetings. Members present at the meetings shall sign the minutes of meeting, which shall be kept by the secretary of the Board of the Company. Minutes of meeting shall be distributed to members of the Nomination Committee within a reasonable timeframe after the end of the meeting of the Nomination Committee.

**Article 18** Resolutions passed and the results of voting at meetings of the Nomination Committee shall be reported in writing to the Board of the Company.

**Article 19** members of the Nomination Committee and other personnel present at the meetings shall undertake the obligation to keep confidential all matters discussed at such meetings and refrain from disclosing relevant information without authorization.

## **Chapter 6 Miscellaneous**

**Article 20** These Terms shall come into effect on the date of listing of the Company following approval by the Board by way of a resolution.

**Article 21** Matters not provided for in these Terms shall be dealt with in accordance with relevant provisions of pertinent national laws and regulations, Hong Kong Listing Rules, other regulatory documents and the Articles. In the event that these Terms come into conflict with any national laws and regulations promulgated in future, Hong Kong Listing Rules and other regulatory documents, or with the Articles as revised through legal procedures, the provisions of pertinent national laws and regulations, Hong Kong Listing Rules, other regulatory documents and the Articles shall prevail, and these Terms shall forthwith be amended accordingly and submitted to the Board for consideration and approval.

**Article 22** The power to interpret and amend these Terms shall be vested in the Board of the Company.

*\* For identification purposes only.*