

# CHIHU ENVIRONMENTAL GROUP LIMITED

## 齊合環保集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(the “Company”)

### TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

#### Constitution

1. The board of directors of the Company (the “**Board**”) has resolved the establishment of the Nomination Committee on 23 June 2010.

#### Membership

2. The Nomination Committee (hereinafter referred to as the “**Committee**”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, at least one of a different gender. A majority of the members of the Committee should be independent non-executive directors (“**INEDs**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) from time to time.
3. The Committee shall be chaired by the Chairperson of the Board or an INED who is a member of the Committee appointed by the Board.
4. 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.
5. The appointment of the members of the Committee may be revoked, and new appointment be made in place by resolutions passed by the Board and by the Committee.
6. No alternate Committee member can be appointed.

#### Attendance at Meetings

7. The quorum of a meeting of the Committee shall be two members of the Committee, at least one of which shall be an INED. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
8. The Company Secretary or his/her nominee shall be the secretary of the Committee who should attend all meetings of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary of that meeting.

9. Only members of the Committee have the right to attend meetings of the Committee. However, other individuals such as executive director or senior management or personnel of the Company and external advisors may be invited to attend all or part of any meeting of the Committee as and when appropriate.
10. Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

### **Frequency of Meetings**

11. The Committee shall meet at least once a year and at such other times as the Chairperson of the Committee may require.
12. The Chairperson of the Committee may convene additional meetings at his/her discretion.
13. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

### **Notice of Meetings**

14. Meetings of the Committee shall be summoned by the secretary of the Committee.
15. Unless otherwise agreed, notice of each meeting of the Committee shall confirm the venue, time and date together with an agenda of items to be discussed and shall be forwarded to each member of the Committee no later than 3 working days before the date of the meeting. Supporting papers shall be sent to the Committee members as appropriate at the same time (or such other period as all the Committee members may agree).

### **Committee's Resolutions**

16. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

### **Annual General Meeting**

17. The Chairperson of the Committee (or if he/she is not able to attend, his/her delegate who shall be a member of the Committee) shall attend the Annual General Meeting, in which he/she shall be prepared to respond to any shareholder's questions on the Committee's activities.

### **Duties**

The duties of the Committee shall include:

18. to formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
19. without prejudice to the generality of the foregoing:
  - (a) 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 skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
  - (c) assess the independence of independent non-executive directors, having regard to the requirements under the Listing Rules;
  - (d) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors in particular the chairman and the chief executive;
  - (e) support the Company's regular evaluation of the Board's performance;
  - (f) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (g) 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 the Listing Rules or applicable laws.
20. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
  - (a) the process used for identifying the individual and why the Board believes he/she should be elected and the reasons why the Board considers him/her to be independent;
  - (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship of an issuer listed on the Main Board or GEM of the Stock Exchange, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - (c) the perspectives, skills and experience that the individual can bring to the Board; and
  - (d) how the individual contributes to diversity of the Board.

21. The Committee should have a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the Corporate Governance Report. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience, taking into account the business and specific needs of the Company.
22. In carrying out its responsibilities, the Committee should give adequate consideration to the principles in relation to Board composition, succession and evaluation as well as appointments, re-election and removal of directors of the Company in the Corporate Governance Code as set out in the Listing Rules.

### **Reporting Procedures**

23. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Chairperson of the Committee shall report the findings and recommendations of the Committee to the Board.
24. Full minutes of Committee meetings shall be kept by the secretary of the Committee. Draft and final versions of minutes of Committee meetings shall be sent to all members of the Committee for their comments and records within a reasonable time after the meeting.

### **Authorities**

25. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
26. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, including but not limited to engaging intermediary agencies to identify qualified candidates for directorships if necessary.
27. The Committee should be provided with sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the issuer's expense, to perform its responsibilities.

### **Availability and Update of the Terms of Reference**

28. These terms of reference shall be updated and revised by the Board as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Adopted by the Board on 23 June 2010  
Revised by the Board on 19 March 2012  
Revised by the Board on 15 August 2013  
Revised by the Board on 30 June 2025