



ANTA Sports Products Limited

安踏體育用品有限公司

Nomination Committee Terms of Reference

Effective date of these terms of reference:

Revised by the Board on 30 December 2022 and effective on 30 December 2022.

1. Constitution and functions

- 1.1 The Board constitutes and establishes the Committee with authority, responsibility and specific duties as described below.
- 1.2 The Committee shall recommend suitable candidates to the Board for directorship, after considering the independence and competence of the nominees, to ensure that all nominations are fair and transparent.
- 1.3 The Committee shall evaluate and assess the optimal composition of the Board, taking into account the Company's culture, strategies and objectives.

2. Composition and membership

- 2.1 The member of the Committee shall be appointed and their terms of appointment shall be determined by the Board. The Committee shall consist of at least three (3) members and a majority of independent non-executive directors.
- 2.2 The Board shall appoint the Committee Chairman from the members of the Committee, who must be an independent non-executive director or the chairman of the Board. In the absence of the Committee Chairman or his designated nominee, other members of the Committee attending the meeting shall elect one of them to chair the meeting.
- 2.3 The composition of the Committee will be reviewed by the Board and the Committee annually to ensure an appropriate balance in terms of expertise, skills and experience.

3. Secretary

- 3.1 The company secretary of the Company shall be the Committee Secretary. The company secretary may designate any other person as the Committee Secretary with the consent of the Committee.
- 3.2 The Committee Secretary shall attend the Committee meetings and draft the minutes and be responsible for all administrative matters of the Committee.

4. Frequency and proceedings of meeting

- 4.1 The Committee shall meet at least once (1) per year. Additional meetings shall be held as the work of the Committee or circumstances requires.
- 4.2 The Committee meeting shall be convened by one (1) member of the Committee or the Committee Secretary as authorised by the Committee.
- 4.3 Unless otherwise required, the notice of the meeting confirming the venue, time and date together with an agenda to be discussed shall be given to each member of the Committee and other persons invited to attend the meeting not less than three (3) days before the meeting. Other supporting documents relating to the meeting shall be given at the same time to the members of the Committee and other persons invited to attend the meeting.
- 4.4 A quorum necessary for the transaction of any business by the Committee shall be two (2) members of the Committee. A duly convened Committee meeting at which a quorum is present shall be competent to exercise all or any of the authorities vested in the Committee.
- 4.5 Each of the members of the Committee has one (1) vote. When there is a tie, the Committee Chairman shall have one (1) more vote. Under such circumstances, the two (2) votes of Committee Chairman shall be voted to the same side.
- 4.6 Only members of the Committee are entitled to attend Committee meetings. Other directors of the Company or executives of the Group may be invited to attend all or part of any meeting, as and when appropriate and necessary.
- 4.7 Meetings may be held by telephone, electronic or other means of communication so that all attendants at the meeting can communicate with each other instantaneously.
- 4.8 Before a meeting starts, all members of the Committee shall declare their interests (including the interests of their associates) in respect of the matters to be discussed and/or the resolutions to be approved during the meeting in accordance with the articles of association of the Company and/or the Listing Rules.

- 4.9 In case a member of the Committee (or his/her associate) has a material interest in a matter to be discussed and/or a resolution to be approved during a meeting, other members of the Committee, for the purpose of avoidance of conflict of interests, shall consider and decide if the member shall abstain from voting in the resolutions and/or be absent from the meeting.

5. Minutes

- 5.1 The Committee Secretary shall keep records of all conclusions and resolutions passed at all Committee meetings, including the names and signatures of the Committee members attending the meetings.
- 5.2 Full minutes of the Committee meetings shall be kept by the Committee Secretary.
- 5.3 The Committee Secretary shall send the draft of the minutes to all members of the Committee for their comments and followed by the finalised version as records within a reasonable time after the meeting. Once agreed, minutes of the Committee meetings shall be circulated to all members of the Board.
- 5.4 A resolution in writing signed by all members of the Committee would be considered as valid and effective as if a resolution had been passed at a meeting of the Committee duly convened and held. Such resolution may be signed and circulated by email or other electronic communications.
- 5.5 If any member of the Committee (or his/her associate) has a material interest in a matter to be discussed and/or approved by the Committee, the matter should be dealt with by a Committee meeting rather than a resolution in writing.

6. Duties

- 6.1 The duties of the Committee shall include:
- (1) Based on the nomination policy of the Company, to identify and nominate individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships when it is necessary to increase the number of directors or to fill the Board vacancy, and the assessment criteria is whether the candidate is able to assist the Board in effective performance of the responsibilities. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board, in accordance with the nomination policy of the Company;

- (2) To review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (3) To review the implementation of the board diversity policy of the Company regularly, including the measurable objectives that the Board has set for implementing the policy and the progress on achieving the objectives; and make disclosure of its review results annually in the corporate governance report under the annual report of the Company;
 - (4) Taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future, to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer of the Group; and
 - (5) To assess the independence of independent non-executive directors and to review the independent non-executive directors' annual confirmations on their independence.
- 6.2 For the appointment of independent non-executive directors, the Committee may consider approaching recruitment agencies and obtaining referrals from business acquaintances and peer industry circles.
 - 6.3 The Committee shall develop a list of desirable skills, perspectives and experience at the outset of the selection process for a new director. Areas of expertise and skills might include accounting and auditing, compliance, ethics, internal control, legal, risk management, technology know-how, people management, business strategy and investment.
 - 6.4 The Committee shall be mindful of the need to refresh the Board regularly to avoid entrenchment and to attract fresh thinking.
 - 6.5 The Committee, where necessary, may seek independent professional advice to perform its responsibilities at the cost of the Company.
 - 6.6 The Committee shall report back to the Board on its decisions or recommendations (unless there are legal or regulatory restrictions on its ability to do so).
 - 6.7 The Committee shall prepare a summary of its work during the year for inclusion in the corporate governance report under the annual report of the Company (including a report on the nomination policies, procedures, process and criteria adopted by the Committee to select and recommend candidates for directorships during the year).

7. Authority

- 7.1 The Committee is authorised by the Board to investigate any activity within its duties and responsibilities under these terms of reference, and to collect any information (including all confidential information) it may require from any employee, director, agent or adviser and all of them are directed to co-operate with any request made by the Committee.
- 7.2 The Committee shall be provided by the Company with sufficient resources to perform its duties.
- 7.3 The Committee is authorised by the Board to invite relevant personnel within the Group to attend the Committee meetings, and to obtain any information that it requires from any other committee and/or department, if it considers necessary, in order to perform its duties.
- 7.4 The Committee may invite external advisers with relevant experience and expertise to participate and attend Committee meetings as and when necessary, and it shall review and approve the advisory fees and other terms of engagement of the external advisers.
- 7.5 The Committee has authority to request candidates to attend interviews and conduct background investigations.

8. Reporting responsibilities

- 8.1 The Committee Chairman shall duly report, within his responsibilities, to the Board on the discussions and conclusions of each meeting.
- 8.2 The Committee shall make recommendations to the Board on areas where improvement is required as it thinks fit.

9. General

- 9.1 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board on The Stock Exchange of Hong Kong Limited's website and the Company's website.
- 9.2 The Committee Chairman (in his absence, another member of the Committee) shall make himself available to attend the annual general meetings of the Company to answer questions thereat.

10. Definitions

10.1 In these terms of reference, the following expressions shall have the meanings set out below unless the context requires otherwise:

“ Board ”	means the board of directors of the Company
“ Committee ”	means the nomination committee of the Company
“ Committee Chairman ”	means the chairman of the Committee
“ Committee Secretary ”	means the secretary of the Committee
“ Company ”	means ANTA Sports Products Limited
“ Group ”	means the Company and its subsidiaries
“ Listing Rules ”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

11. Language

11.1 If there is any inconsistency between the English and the Chinese versions of these terms of reference, the English version shall prevail.