

**Logory Logistics Technology Co., Ltd.**  
(Stock Code: 2482)

**Terms of Reference of the Nomination Committee  
of the Board of the Company**

**Chapter I General Provisions**

**Article 1** In order to establish and standardize the procedures for the nomination of directors and senior management members of Logory Logistics Technology Co., Ltd. (the “**Company**”), improve the corporate governance structure of the Company and fully safeguard the legitimate interests of the Company and its shareholders, the board of directors of the Company (the “**Board**”) has established the nomination committee (the “**Nomination Committee**”) and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Articles of Association of Logory Logistics Technology Co., Ltd. (applicable after the issuance of H shares) (the “**Articles of Association**”) and other relevant regulations.

**Article 2** The Nomination Committee is a specialized working body set up by the Board pursuant to the Articles of Association. The Nomination Committee shall be accountable to and report to the Board. The main duties of the Nomination Committee are to review and make recommendations on the candidates, selection criteria, and procedures for the directors and senior management members of the Company.

**Article 3** The directors referred to in these terms of reference represent all directors of the Company, the senior management members refer to the Company’s general manager, chief executive officer, deputy general manager, chief technology officer, chief financial officer, secretary of the Board, and other senior management members recognized by the Board.

**Charter II Composition of the Nomination Committee**

**Article 4** The Nomination Committee shall be composed of not less than three directors, the majority of which shall be independent non-executive directors. Members of the Nomination Committee shall be determined by the Board upon consideration.

**Article 5** The Nomination Committee shall have one chairman, who shall be an independent non-executive director and be in charge of presiding over the work of the Nomination Committee. The chairman shall be nominated by the chairman of the Board and considered and approved by the Board. The main duties and powers of the chairman are as follows:

- (1) to convene and preside over regular and extraordinary meetings of the Nomination Committee;
- (2) to determine the agenda of each meeting of the Nomination Committee;
- (3) to sign important documents of the Nomination Committee;
- (4) to ensure that the Nomination Committee reaches clear and definite conclusions for each discussed proposal, including the approval, rejection or reconsideration of supplementary materials; and
- (5) other duties and powers set out in these terms of reference or relevant laws and regulations.

**Article 6** The terms of office of the members of the Nomination Committee shall be in line with the terms of office of the directors of the Company. A member of the Nomination Committee may serve consecutive terms if re-elected upon the expiration of his/her term.

No member shall be dismissed from the Nomination Committee before the expiry of his/her term of office without reason, unless otherwise specified in laws and regulations, the Hong Kong Listing Rules, the Articles of Association, or these terms of reference.

If a member ceases to be a director of the Company or otherwise is unable to continuously fulfill his/her duty as a director before the expiry of his/her term of office, such member shall be disqualified as a member of the Nomination Committee automatically, or if an independent non-executive director no longer possesses such independence as required by relevant laws and regulations, the Hong Kong Listing Rules or the Articles of Association, the Board shall appoint a new member to fill the vacancy pursuant to Article 4 of these terms of reference.

### **Chapter III Duties and Powers of the Nomination Committee**

**Article 7** The main duties and powers of the Nomination Committee are as follows:

- (1) reviewing the structure, size and composition of the Board (including skills, knowledge and experience) at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategies;
- (2) conducting extensive researches and making recommendations on the criteria, procedures and methods for the selection of directors and senior management members of the Company;
- (3) identifying individuals suitably qualified to become directors and senior management members of the Company;
- (4) evaluating candidates for directors and senior management members and selecting and making recommendations to the Board on the selection of individuals nominated for directorships;
- (5) assessing the independence of independent non-executive directors;
- (6) making recommendations to the Board on matters related to the appointment or re-appointment of as well as succession planning for directors and senior management members, in particular, the chairman of the Board, the chief executive officer and the general manager;
- (7) reporting to the Board on its decisions or recommendations, unless otherwise limited by laws or regulatory restrictions;
- (8) other duties and powers authorized by the Board; and
- (9) other requirements for duties and powers of the Nomination Committee according to the regulatory rules of the place where the shares of the Company are listed as amended from time to time.

**Article 8** The office of the Board shall act as the supporting and liaison department of the Nomination Committee. The office of the Board shall be responsible for delivering notice of the committee meeting, maintaining meeting minutes and resolutions, preparing and organizing meetings and other specific work. The human resources center of the Company shall cooperate with the office of the Board to complete the work required by the Nomination Committee. The secretary of the Board shall be responsible for coordinating works of the Nomination Committee, the human resources center of the Company and the office of the Board, and sitting on the Nomination Committee meetings.

**Article 9** The Nomination Committee shall be accountable to the Board, and the proposals passed by the Nomination Committee shall be submitted to the Board for consideration and approval.

**Article 10** The Nomination Committee shall be provided adequate resources to perform its duties and responsibilities and, if necessary, may engage intermediaries to provide independent professional opinions on its decisions, and expenses arising therefrom shall be borne by the Company.

**Article 11** The chairman of the Nomination Committee shall, at the invitation of the chairman of the Board, or in the absence of the chairman of the Nomination Committee, appoint another member of the Nomination Committee or his/her authorized representative to attend the Company's annual general meeting and answer questions raised at the meeting.

**Article 12** The Nomination Committee shall disclose its duties and powers, and explain its role and the powers delegated to it by the Board on the websites of the Company and the Stock Exchange where the Company's shares are listed in accordance with the relevant requirements of the regulatory rules of the place where the Company's shares are listed.

#### **Chapter IV Decision-making Procedures of the Nomination Committee**

**Article 13** In accordance with the provisions of relevant laws and regulations and the Articles of Association, the Nomination Committee shall research on the selection criteria and procedures and the terms of office for the directors and senior management of the Company based on the Company's actual situation, and any resolution made in this regard shall be submitted to the Board for approval and shall be implemented accordingly.

**Article 14** The selection procedures for the directors and senior management are as follows:

- (1) the Nomination Committee shall actively research on the demand of the Company for new directors and senior management, and record such information in writing;
- (2) the Nomination Committee may extensively search for candidates for directors and senior management within the Company, wholly-owned and controlled companies or companies in which the Company hold minority interests and in the human resources market;
- (3) to gather information about the occupation, academic qualifications, professional qualifications and titles, detailed work experience and all the concurrent positions of the shortlisted candidates, and record such information in writing;
- (4) to obtain written consent from the nominees regarding the nomination; otherwise, they shall not be considered as candidates for the directors or senior management of the Company;

- (5) to convene a Nomination Committee meeting to review the qualifications of the shortlisted candidates in accordance with the requirements for directors and senior management of the Company;
- (6) to submit proposals and relevant materials of candidates nominated for directors and new senior management to the Board prior to the election of new directors and the appointment of new senior management; and
- (7) to carry out other follow-up work according to the decision and feedback of the Board.

## **Chapter V Rules of Proceedings for the Nomination Committee**

**Article 15** The meetings of the Nomination Committee include regular and extraordinary meetings. The Nomination Committee shall convene at least one regular meeting annually.

**Article 16** An extraordinary meeting of the Nomination Committee shall be convened if proposed by the chairman of the Nomination Committee, more than two members of the Nomination Committee or the Board.

**Article 17** The Nomination Committee meeting shall be convened by giving three days' prior notice to all members of the Nomination Committee, together with the relevant materials, by the office of the Board. In case of any emergency for which a meeting needs to be convened by the Nomination Committee as soon as possible, the notice of the meeting may be given by telephone, facsimile or email on that day, but the chairman of the Nomination Committee shall make an explanation at the meeting.

**Article 18** The meetings of the Nomination Committee shall be presided over by the chairman of the Nomination Committee. If the chairman is unable to attend, he/she may entrust another member (being an independent non-executive director) of the Nomination Committee to preside over the meeting.

**Article 19** The meetings of the Nomination Committee shall be attended by at least two-thirds of the members.

Members of the Nomination Committee shall attend the meeting in person, by conference call or via similar communication devices. Any member who is unable to attend the meeting for any reason may appoint another member in writing to attend the meeting on his/her behalf. The written power of attorney shall specify the scope of authorization.

**Article 20** The Nomination Committee may invite relevant personnel of the Company to sit in a meeting if necessary.

**Article 21** The Nomination Committee shall vote by show of hands and each member shall have one vote. Resolutions of the meeting shall be passed by a majority of the Nomination Committee members.

**Article 22** The Nomination Committee meeting may be held by way of written means. The written resolutions shall be despatched to all members by facsimile, courier or by hand, and returned in original copies to the Company for archiving after voting by the members. A resolution signed by such number of members required hereunder shall become an effective resolution of the Nomination Committee.

**Article 23** Where an issue related to a Nomination Committee member is to be discussed or voted at the Nomination Committee meeting, such member shall abstain him/her from such meeting.

**Article 24** The convening procedures and voting methods of and resolutions passed at the Nomination Committee meeting shall comply with the provisions under relevant laws and regulations, the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

**Article 25** Resolutions passed at the Nomination Committee meeting, together with their voting results, shall be submitted to the Board in writing.

**Article 26** Members present and other persons sitting in the meeting shall be obliged to keep matters discussed at the meeting confidential, and shall not disclose such information without the authorization of the chairman of the Board or the Board.

**Article 27** The office of the Board shall formulate complete meeting minutes that are required to be signed by all committee members attending the meeting and submitted to the secretary of the Board for filing, which are available for inspection by the Company's directors at any time.

## **Chapter VI Diversity Policy of the Members of the Board**

**Article 28** The Nomination Committee shall consider the diversity policy of the members of the Board as defined in this terms of reference when performing its relevant duties, and shall be responsible for monitoring the implementation of the diversity policy and, reviewing and amending the policy to make sure it is effective, where appropriate.

**Article 29** The Nomination Committee shall consider the relevant factors to achieve the diversity of the members of the Board when reviewing the size and structure of the Board, searching and suggesting candidates for directors based on the business model and specific needs of the Company. The Nomination Committee may consider the diversity of the members of the Board from several aspects, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. After considering the above relevant factors, the Nomination Committee will make a final recommendation to the Board in relation to the appointment based on the advantage of appointing him/her as a director of the Company and the contribution that he/she can make to the Board.

## **Chapter VII Supplementary Provisions**

**Article 30** Unless otherwise specified, the terms used herein shall have the same meaning ascribed thereto under the Articles of Association.

**Article 31** If any matters not covered by these terms of reference or are inconsistent with the laws, regulations and the Hong Kong Listing Rules currently in force or issued or amended from time to time after these terms of reference taking effect, or the Articles of Association formulated or amended according to legal procedures, provisions under such laws, regulations, the Hong Kong Listing Rules or the Articles of Association shall prevail. These terms of reference shall be amended forthwith and submitted to the Board for consideration and approval.

**Article 32** In case of any inconsistency between the Chinese version and the English version of these terms of reference, the Chinese version shall prevail.

**Article 33** Upon consideration and approval by the Board, these terms of reference shall come into effect from the date on which H Shares of the Company are listed and traded on The Stock Exchange of Hong Kong Limited.

**Article 34** The right of interpretation of these terms of reference shall be vested in the Board.