



The Chen Hsong Group
震雄集團

Chen Hsong Holdings Limited (the “Company”)

Nomination Committee **Terms of Reference**

**(Amended and adopted by the Company pursuant to
the Board resolution passed on 26 June 2023)**

1. Constitution

- 1.1 The board (the “Board”) of directors (the “Directors”, each a “Director”) of the Company resolved to establish a Committee of the Board known as the Nomination Committee on 1 March 2012.

2. Membership

- 2.1 The Nomination Committee shall comprise not less than three members (the “Members”) to be appointed by the Board, the majority of whom should be independent non-executive Directors.
- 2.2 The Board shall appoint the chairman of the Nomination Committee who should be either the Chairman of the Board or an independent non-executive Director.

3. Secretary

- 3.1 The Company Secretary shall be the secretary of the Nomination Committee.

4. Quorum and Voting at Meetings

- 4.1 The quorum for meetings of the Nomination Committee shall be any two Members. A duly convened meeting of the Nomination 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 Nomination Committee.
- 4.2 Only Members are entitled to vote at the meetings.
- 4.3 Resolutions of the Nomination Committee shall be passed by a majority of votes of the Members present.

5. Attendance at Meetings

- 5.1 At the invitation of the Nomination Committee, any director, external advisers and other persons may attend all or part of any meeting.
- 5.2 Members may attend meetings of the Nomination Committee either in person or through other electronic means of communication.



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6. Frequency of Meetings

- 6.1 The Nomination Committee shall meet at least once in each financial year.
- 6.2 Any Member may request a meeting if he/she considers that one is necessary.

7. Notice of Meetings

- 7.1 Meetings of the Nomination Committee shall be convened by the secretary of the Nomination Committee at the request of any of its Members.
- 7.2 Notice of any meetings shall be given to each Member at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Notice of any adjourned meeting is not required if adjournment is for less than 14 days.
- 7.3 An agenda of items to be discussed, together with supporting documents (if any), shall be sent to Members within a reasonable period of time prior to the date of the meeting.
- 7.4 Any Member shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

8. Minutes of Meetings

- 8.1 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 8.2 Full minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records, within a reasonable period of time after the meeting. Such minutes shall be open for inspection by Directors.

9. Annual General Meeting

- 9.1 The Chairman of the Nomination Committee or in his/her absence, another Member, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

10. Authority

- 10.1 The Nomination Committee is authorized to obtain, at the expense of the Company, independent legal or other professional advice on matters within its terms of reference.

Note: Arrangement to seek independent legal or other professional advice could be made through the Company Secretary.



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11. Duties

The Nomination Committee shall:

- 11.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 11.2 be responsible for nominating for the approval of the Board, candidates to fill board vacancies as and where they arise;
- 11.3 before appointment is made by the Board, evaluate the balance of skill, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;
- 11.4 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- 11.5 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 officer; taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- 11.6 assess the independence of independent non-executive Directors;
- 11.7 review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and
- 11.8 do any such things to enable the Nomination Committee to discharge its duties conferred on it by the Board.

12. Reporting Responsibilities

- 12.1 The Nomination Committee shall report to the Board on matters within its duties and report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman of the Nomination Committee or any such other person designated by the Nomination Committee.



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12.2 The Nomination Committee shall make recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

13. Others

13.1 The Nomination Committee shall be provided with sufficient resources to perform its duties.

13.2 All Members shall have access to the advice and services of the secretary of the Nomination Committee with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.