

Guangdong Yueyun Transportation Company Limited (the “Company”)
Working Rules for the Nomination Committee of the Board
(The amendments were approved by the Board on 5 September 2023)

Chapter 1 General Provisions

Article 1 Implementation purposes: In order to strengthen the management of the structure and composition of the board (the “**Board**”) of directors (the “**Directors**”) and improve the corporate governance structure, the Company established the Nomination Committee (the “**Nomination Committee**” or “**Committee**”) of the Board and formulated the Working Rules (the “**Rules**”) for the Nomination Committee of the Board in accordance with the “Company Law of the People’s Republic of China”, the “Articles of Association of Guangdong Yueyun Transportation Company Limited”, the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and other relevant provisions.

Article 2 Management responsibilities: The Nomination Committee of the Board is a special organ established by the Board which shall be mainly responsible for reviewing the structure and composition of the Board and making recommendations on the appointment of Directors and shall be accountable to the Board.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise three Directors, at least two of which shall be independent non-executive Directors.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, or more than one half of the independent non-executive Directors or one-third of all Directors and shall be appointed by the Board.

Article 5 The Nomination Committee shall have one chief member, who shall be the chairman of the Board and be responsible for the work of the Committee.

Article 6 The term of office of members of the Nomination Committee shall be in congruence with the term of the Board and the members may be re-elected upon the expiry of the current term of office. If during the term, any members of the Committee no longer maintain the position as a Director, he/she automatically loses the qualification as a member of the Committee and the replacement shall be appointed by the Committee in accordance with Articles 3 to 5 above.

Chapter 3 Duties and Authorities

Article 7 The major duties and authorities of the Nomination Committee are:

1. to 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;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

3. to assess the independence of independent non-executive Directors; and
4. to make recommendations to the Board on the appointment or re-appointment of Directors, succession planning for Directors, in particular the chairman of the Board and the chief executive, and policy on Board diversity.

Article 8 The Nomination Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board on the website of the Hong Kong Stock Exchange.

Chapter 4 Decision-making Procedure

Article 9 The Nomination Committee shall be responsible for performing preliminary works for decision-making and shall obtain the following information before making decisions:

1. the structure and composition of the Board of the Company;
2. the gender, age, education background, profession, work experience, skills and knowledge of the director candidate proposed to be nominated;
3. the independence of the independent non-executive Directors.

Article 10 Procedures for the Nomination Committee to propose nominees for directorship:

1. candidates who possess adequate qualifications for holding the office of directors shall have an interview with the Nomination Committee of the Board;
2. the Nomination Committee evaluates the candidates based on the written information provided, policy on Board diversity, interview performance and convenes a meeting where the resolutions relating to evaluation results are put to a vote and, if adopted, shall be reported to the Board.

Chapter 5 Rules of Procedure

Article 11 Meetings of the Nomination Committee shall be convened at least once a year and notice shall be given to all members 7 days prior to the meeting. The meeting shall be presided over by the chief member of the Committee. In case that the chief member is unable to attend the meeting, he/she shall authorize another member, who shall be an independent non-executive Director, to preside over the meeting.

Article 12 The meeting of the Nomination Committee shall not be held unless over two-thirds of members attend the meeting. Each member shall have one vote and the resolutions made by the meeting must be approved by over half of all members.

Article 13 The voting method of the meeting of the Nomination Committee shall be voting by a show of hands or by poll. A provisional meeting may be held by way of voting by correspondence.

Article 14 The Directors, supervisors and senior management may be invited by the Nomination Committee to attend its meetings as non-voting delegates when necessary.

Article 15 The Nomination Committee shall be provided with adequate resources in discharging its duties. If necessary, the Committee may appoint intermediate institutions to provide independent professional advice for its decision-making at the expense of the Company.

Article 16 When the affairs of a member of the Committee is discussed at the aforementioned meeting, the person concerned shall be absent from such discussion.

Article 17 The convening procedure and voting method of the meeting of the Nomination Committee and the resolutions passed at such meetings shall comply with the relevant laws, regulations, the Articles of Association and the Rules.

Article 18 The Nomination Committee shall form the minutes of meeting for the decisions on the matters discussed at the meeting and members of the Committee attending the meeting shall sign their names on the minutes of meeting. The minutes of meeting shall be kept by the Secretary to the Board.

Article 19 Resolutions passed by and voting results of the meeting of the Nomination Committee shall be reported to the Board in written form.

Article 20 The Committee shall arrange the chief member (in the absence of the chief member, at least one member) to attend the annual general meeting of the Company and to address any issues raised by the shareholders at the meeting.

Article 21 All members of the Committee attending the meeting shall have the obligation for keeping the discussed matters confidential and shall not disclose the relevant information.

Chapter 6 Supplementary Provisions

Article 22 For the matters which are not covered by the Rules, they shall be executed in accordance with the relevant laws and regulations of the State, the Articles of Association and the Listing Rules. In the event that the Rules are not in congruence with the laws and regulations promulgated by the State or the Articles of Association amended through valid procedure or the Listing Rules, the relevant laws and regulations of the State, the Articles of Association and the Listing Rules shall prevail, and the Rules shall be revised immediately and the revised Rules shall be reported to the Board for consideration and approval.

Article 23 The right to interpret and amend the Rules shall reside with the Board.

Article 24 The Rules shall come into force since the date of promulgation.

(If there is any inconsistency or ambiguity between the English version and the Chinese version, the Chinese version shall prevail.)