

Jujiang Construction Group Co., Ltd.

巨匠建設集團股份有限公司

**Terms of reference of
the Nomination Committee of the Board of Directors**

董事會提名委員會職權範圍

Jujiang Construction Group Co., Ltd.
巨匠建設集團股份有限公司
(“Company” and “本公司”)

Terms of reference of the Nomination Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
董事會（「董事會」）提名委員會（「委員會」）權責範圍及程序

(中文本為翻譯稿，僅供參考用)

1. CONSTITUTION

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 23 December 2015. The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

本委員會是按本公司董事會於2015年12月23日會議通過成立的。提名委員會的組成必須遵守香港聯合交易所有限公司（「**聯交所**」）不時的證券上市規則（「**上市規則**」）的要求。

2. MEMBERSHIP

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members with at least one member of a different gender and a majority of whom shall be independent non-executive directors.
- 2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.
- 2.3 The company secretary of the Company shall be the secretary of the Committee.

委員會成員由董事會從董事中挑選，委員會人數最少三名及至少一名不同性別的董事，而大部份之成員須為本公司的獨立非執行董事。

委員會主席由董事會委任並由董事會主席或獨立非執行董事擔任。

本公司的公司秘書為委員會的秘書。

- 2.4 The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

3. PROCEEDINGS OF THE COMMITTEE

3.1 Notice:

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive Directors.

經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會的成員或秘書。

會議程序

會議通知：

除非委員會全體成員同意，委員會的會議通知期，不應少於七天。

任何委員會成員或委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準）。

口頭會議通知應儘快（及在會議召開前）以書面方式確實。

會議通告必須說明開會目的、開會時間、地點、議程及隨附有關文件予各成員參閱。

法定人數：會議法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。

3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year, to make recommendations to the Board on candidates for appointment as Directors and to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.

3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

4. **WRITTEN RESOLUTIONS**

4.1 Written resolutions may be passed by all Committee members in writing.

5. **ALTERNATE COMMITTEE MEMBERS**

5.1 A Committee member may not appoint any alternate.

6. **AUTHORITY OF THE COMMITTEE**

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

開會次數: 每年最少開會一次，以釐定、檢討及考慮本公司就董事委任、重新委任及罷免的提名程序及前述事項在有關年度的實施，向董事會提呈出任董事候選人的建議及檢討董事會不時所採納的董事會成員多元化政策及為執行該政策而制定的任何可計量目標，以及該目標的達標進度。

會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

書面決議

委員會成員可以書面決議方式通過任何決議，惟有關書面決議必須由所有委員會成員簽字同意。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

要求本公司及其任何附屬公司（合稱「**本集團**」）的任何雇員及專業顧問向委員會提供其為執行其職責而需要的任何資料，並向委員會提交報告、出席委員會會議及提供所需資料及解答委員會提出的有關問題；

(b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or reappointment as directors;

就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；

(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見（包括獨立的人力資源顧問公司或其他獨立專業人士）。如委員會需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的調查（包括但不限於訴訟、破產及信譽查冊）、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；

(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。

6.2 The Committee should be provided with sufficient resources to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

委員會應獲提供充足資源以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

7. DUTIES

7.1 The duties of the Committee shall be:

- (a) to review the structure, size, composition 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, 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) to determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall develop the criteria for identifying and assessing the qualification of and evaluating candidates for directorship and consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assessment director's time commitment and contribution to the Board, as well as the director's ability to discharge their responsibilities effectively;
- (e) to assess the independence of the independent non-executive directors;

委員會的職責

委員會負責履行以下職責：

至少每年檢討董事會的架構、人數、組成及成員多元化（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面）、協助董事會編制董事會技能表，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

訂定提名董事的政策，物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事。委員會於物色合適人士時，應制定物色和評估董事候選人資格和評估的準則，並考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

物色合資格成為董事會成員的人士，並就甄選獲提名擔任董事的人士遴選或向董事會作出建議；

評估董事對董事會投入的時間和貢獻，以及董事有效履行其職責的能力；

評核獨立非執行董事的獨立性；

- (f) to 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;
- (g) to 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- (h) to support and oversee the Company's regular evaluation of the Board's performance; and
- (i) to consider such other matters as the Board may from time to time determine.

在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告》內披露檢討結果；

因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；

支持及監督本公司對董事會表現的定期評估；及

考慮董事會可能不時決定的其他事項。

8. MINUTES AND RECORDS

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

會議紀錄

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議（視乎情況而定）的初稿及最後定稿發送委員會全體成員（初稿供成員表達意見，最後定稿作其紀錄之用）。

委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

9. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. POWERS OF THE BOARD

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

Effective on 30 June 2025

本公司組織章程的持續適用

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下（包括上市規則之附錄C1《企業管治守則》及《企業管治報告》或本公司自行制定的企業管治常規守則（如被採用）），隨時修訂、補充及廢除，惟有有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

2025年6月30日生效

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