SANY HEAVY EQUIPMENT INTERNATIONAL HOLDINGS COMPANY LIMITED

三一重裝國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 631)

("the Company")

The Nomination Committee (the "Committee") of the Board of Directors (the "Board") Terms of Reference

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1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board as its meeting on 5 November 2009.

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company (the "**Directors**") and shall consist of at least three members; a majority of whom shall be independent non-executive Directors.

2.2 Members of the Committee shall include at least one Director of a different gender.

2.3 The chairman of the Committee shall be appointed by the Board, and shall either be the chairman of the Board or an independent non-executive Director.

2.4 The company secretary of the Company shall be the secretary of the Committee.

2.5 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolution passed by the Board and by the Committee.

3. Proceedings of the Committee

3.1 Notice of Meeting:

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days' notice.

(b) A Committee member may and, on the request of a Committee member, the secretary of 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 facsimile transmission at numbers or addresses from time to time notified to the secretary of the Company 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 followed by confirmation in writing before the meeting as soon as as possible.

(d) Notice of meeting shall state the purpose, time and venue 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 purpose of the meeting.

3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee; and majority of members present at the meeting shall be independent non-executive Directors.

3.3 Frequency: Meeting shall be organized to convene according to the actual needs, to determine, review and consider nomination procedures regarding the appointment, re-appointment and removal of the Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.

4. Written resolutions

4.1 Written resolutions may be passed by Committee members in writing, which shall be signed and agreed by all Committee members.

5. Proxies

5.1 The Committee members may appoint the chairman of the Committee as proxy to attend the meeting. Attendance at the meeting by proxy shall not be counted as attendance by the member of the Committee.

6. The Powers 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 submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

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

(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;

(d) to review 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

(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.

6.2 The Committee should be provided with sufficient resources to discharge its duties.

7. THE RESPONSIBILITIES OF THE COMMITTEE

7.1 The Committee shall discharge the followings duties:

(a) to review the structure, size and composition of the Board (including the skills, knowledge , experience, and diversity of opinions and perspectives) 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 support the Company's regular evaluation of the Board's performance;

(c) 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;

(d) to assess the independence of independent non-executive Directors;

(e) to submit recommendations to the Board on:

(i) the role, responsibilities, capabilities, skills, knowledge, experience required from members of the Board and diversity of perspectives required from members of the Board;

(ii) the policy on the terms of appointment of non-executive Directors;

(iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

(iv) proposed changes to the structure, size and composition of the Board;

(v) candidates suitably qualified to become members of the Board;

(vi) the selection of individuals nominated for directorship;

(vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;

(viii) relevant matters relating to the appointment and re-appointment of Directors;

(ix) succession planning for Directors in particular the chairman and the chief executive officer; and

(x) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy.

(f) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:

(i) succession planning of Directors;

(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;

(iii) changes in market environment and commercial needs of the market in which the Group operates;

(iv) the skills and expertise required from members of the Board;

(v) the Board's policy concerning diversity of Board members adopted from time to time;

(vi) the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") with regard to directors of a listed issuer;

(g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;

(h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;

(i) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives;

(j) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience; and

(k) to consider other matters, as defined or assigned by the Board from time to time.

8. Minutes of the meetings

8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly and also minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed.

8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

8.3 The secretary of the Committee shall archive all minutes of the Committee meetings held during each year, as well as record the individual attendance of Committee members, on a named basis, at meetings held during each year.

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 set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code on corporate governance practices), amend, supplement and revoke these terms of reference or any resolution passed by the Committee at any time provided that no amendments to and revocation of these terms of reference or any resolution passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

11. Reporting procedures

11.1 The secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and the relevant information to all Directors.

12. Annual general meeting

12.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

13. Publication of the terms of reference of the Committee

13.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board, on the website of the Company and on the website of the Stock Exchange.

14. Language

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

Adopted on 17 July 2025 (in replacement of the terms of reference of the Committee adopted on 21 March 2012) and became effective on 1 July 2025.