天安中國投資有限公司
TIAN AN CHINA INVESTMENTS COMPANY LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 28)
(the "Company")

Terms of Reference of Nomination Committee

1 Membership

(a) The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors of the Company ("**INEDs**"). At least one Director of a different gender to the others on the Committee shall be appointed.

(b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.

(c) The Chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board or an INED.

(d) The Company Secretary of the Company shall be the Secretary of the Committee.

2 Frequency of Meetings

Meetings should be held as and when necessary.

3 Attendance at Meetings

(a) A quorum of a meeting shall be two members of the Committee.

(b) Any members of the Committee or other attendees may participate in a meeting of the Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

4 Committee's Resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

5 Duties and Authority

The Committee shall have the following duties and authority under delegation from the Board:

(a) to review the structure, size, composition and diversity, taking into consideration factors including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience, time for performing director's duties, length of service and/or independent element 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 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);

(c) to assess the independence of INEDs;

(d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Managing Director;

(e) to be provided with sufficient resources to enable it to perform its duties, including, where necessary, may seek independent professional advice, at the Company's expense, to perform its responsibilities;

(f) to review the Board Diversity Policy, as appropriate, and review the measurable objectives (e.g. numerical targets and timelines) that the Board has set for the promotion of gender diversity on the Board and the measures that the Board has adopted to develop a pipeline of potential successors to achieve gender diversity;

(g) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively; and

(h) to support the Company's regular evaluations of the Board's performance.

6 Nomination Policy and Procedure

The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and should ensure the Directors devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities. The Board should also include a balanced composition of executive and non-executive Directors (including INEDs) so that there is a strong independent element in the Board, which can effectively exercise independent judgment. To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

(a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;

(b) taking the lead where potential conflicts of interests arise;

(c) serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate for Non-Executive Director) and other relevant Board Committees, if invited;

(d) bringing a range of business and financial experience to the Board, giving the Board and any committees on which he or she serves the benefit of his or her skills, expertise, varied backgrounds and qualifications and diversity, and gaining and developing a balanced understanding of the views of shareholders through attendance and participation in the Board/committee/Shareholders' meetings;

(e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;

(f) making a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments;

(g) ensuring the committees on which he or she serves to perform their powers and functions conferred on them by the Board; and

(h) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), where appropriate.

If the candidate is proposed to be appointed as an INED, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

7 Reporting Procedure

At the next meeting of the Board following a meeting/written resolution of the Committee, copies of the minutes of the meetings/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

(a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

(b) if the proposed INED has served more than nine years, why the Board believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board in arriving at such determination should be stated as well;

(c) where all the INEDs have served more than nine years, the length of tenure of each existing INED on a named basis and the details of the new INEDs to be appointed;

(d) if the proposed INED will be holding their seventh (or more) Hong Kong listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

(e) the perspectives, skills and experience that the individual can bring to the Board; and

(f) how the individual contributes to diversity of the Board.

8 Availability and Update of the Terms of Reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the same on the websites of the Stock Exchange and the Company.

(updated as of 22nd August, 2025)