中國管業集團有限公司
China Pipe Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 380)
(the "Company")

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Revised and adopted pursuant to the board resolution passed on 23 December 2025)

Membership

1. The Nomination Committee (the "Committee") shall be appointed by the board of directors of the Company (the "Board"). The Committee shall be made up of at least three members, the Committee shall be chaired by the chairman of the Board or an independent non-executive director.

2. The Committee shall comprise a majority of independent non-executive directors of the Company and at least one member of the Committee must be a Director of a different gender.

3. A member who wishes to resign from the Committee should provide notice in writing to the Company so that a replacement may be appointed before he/she leaves.

Secretary

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

Meetings

5. A quorum shall be two members.

6. Meetings can either be held in person or through electronic means of communication such as teleconference or videoconference.

7. Meetings shall be held as and when appropriate, but at least annually.

8. As necessary or desirable, the chairman of the Committee may request that other Board members or senior management of the Company be present at the meeting.

9. The meetings and proceedings are governed by the provisions contained in the Company's bye-laws for regulating the meetings and proceedings of directors.

10. 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.

Authority

11. The Committee is authorized by the Board:

    (a) to deal with all matters in relation to the appointment of members of the Board,

including making recommendation to the Board for such steps to be taken to comply with relevant requirements under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited; and

(b) to seek any relevant information and all requisite resources (including without limitation, professional advice) from the Company or from external resources at the cost of the Company (provided that such cost is reasonable and properly incurred) and to do all such things as to enable the Committee to discharge its duties and responsibility.

Principal Duties

12. The responsibilities of the Committee are:-

(a) review the structure, size and composition (board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;

(c) review the Board Diversity Policy, as appropriate, and disclose the Board Diversity Policy or its summary in the corporate governance report of the Company including the measurable objectives set for implementing the Board Diversity Policy and progress made towards achieving these measurable objectives;

(d) review the policy for the nomination of Directors ("Nomination Policy") as appropriate. The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;

(e) assess the independence of independent non-executive directors; and

(f) 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.

Reporting Procedures

13. The Committee shall report to the Board on its decisions and recommendations, if any, on a regular basis.

Note: In the event of discrepancies between the Chinese and the English versions, the English version shall prevail.