RIVERINE CHINA HOLDINGS LIMITED
浦江中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock code: 1417)
(股份代號：1417)

NOMINATION COMMITTEE
提名委員會

TERMS OF REFERENCE
職權範圍

(revised on 31 January 2019)
(於2019年1月31日修訂)
(further revised on 28 April 2026)
(於2026年4月28日再修訂)

Constitution
組成

1. The board of directors (the "**Board**") of Riverine China Holdings Limited (the "**Company**") has resolved to establish a Committee of the Board to be known as the Nomination Committee (the "**Committee**") at a meeting held on 15 November 2017.
浦江中國控股有限公司(「**本公司**」)的董事會(「**董事會**」)已於二零一七年十一月十五日舉行的會議議決成立董事委員會，將被稱為提名委員會(「**委員會**」)。

2. According to Code Provision B.3.5 of Appendix C1 Corporate Governance Code of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Board has appointed Ms Wang Hui, who is of a different gender, to the Nomination Committee, effective from 28 April 2026.
根據《上市條例》附錄C1《企業管治守則》守則條文B.3.5，公司已委任王慧女士，一名性別不同的董事，為提名委員會成員，由2026年4月28日起生效。

Objective
目標

3. The objective of the Nomination Committee is to make recommendations to the Board on nomination, appointment and re-appointment of the directors so as to ensure that all nominations are fair and transparent.
提名委員會的目標是就董事的提名，委任及重新委任向董事會提出建議，以確保所有提名均是公平透明。

4. Supports the Company's regular evaluation of the board's performance.
協助本公司對董事會表現進行定期評核。

5. Consider and periodically review succession planning to ensure the long-term success of the Company having regard to the skills and experience that the Board currently has and is likely to need in the future and board diversity.
考慮並定期檢討繼任計劃，同時參照董事會現有及未來可能需要的技能與經驗，以及董事會成員多元化，以確保本公司長期穩健發展。

Membership and Quorum
會議成員及法定人數

6. The Committee must consist of a minimum of three members (the "**Members**") and shall be appointed by the Board from the directors of the Company. The chairman of the Committee shall be the chairman of the board or an independent non-executive director, and a majority of the Committee members must be independent non-executive directors ("**INEDs**") (R3.27A). According to Code Provision B.3.5 of Appendix C1 Corporate Governance Code of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company should appoint at least one director of a different gender to the Nomination Committee. Thus, the members of the Committee are Mr. Xiao Xingtao, Ms. Wang Hui, Mr. Cheng Dong (INED), Mr. Shu Wa Tung Laurence (INED) and Mr. Weng Guoqiang (INED).
委員會最少由三名成員(「**成員**」)組成，並須由董事會從本公司的董事中委任，其中委員會主席須由董事會主席或獨立非執行董事擔任，且委員會大部分成員必須為獨立非執行董事(「**獨立非執行董事**」)(R3.27A)。根據《上市條例》附錄C1《企業管治守則》守則條文B.3.5，公司應為提名委員會委任至少一名性別不同的董事，因此，委員會的成員為肖興濤先生、王慧女士、程東先生(獨立非執行董事)、舒華東先生(獨立非執行董事)和翁國強先生(獨立非執行董事)。

7. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
委員會會議的法定人數為兩名成員，其中一名必須為委員會主席。其他非委員會成員的董事會成員，須要得到委員會主席的允許才有權參加委員會的任何會議，但其不得被計入法定人數。

8. The chairman of the Committee shall be chairman of the Board (R3.27A).
委員會的主席應由董事會主席出任。

Mr. Xiao Xingtao shall be the chairman.
肖興濤先生應為主席。

Secretary
秘書

9. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the "**Secretary**"). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.
本公司的公司秘書或(倘其缺席)其代表須擔任委員會秘書(「**秘書**」)。委員會可不時委任具備合適資格及經驗的任何其他人士為委員會秘書。

Frequency of meetings
會議次數

10. The Committee members may call any meetings at any time when necessary or desirable.
每當需要或合宜時委員會成員可召開任何會議。

Authority
授權

11. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.
董事會授權委員會在其職責範圍內可向公司員工要求所需的任何資料。

12. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.
委員會獲董事會授權獲取獨立的專業意見，以及在每當需要或合宜時，邀請具有相關經驗或專業知識的外界人士參加會議。

Duties
職責

13. The duties of the Committee shall include, but not be limited to the following:
委員會的職責包括但不限於下列內容：

(a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience and other qualities and attributes of Directors) 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;
至少每年檢討董事會的架構、人數、組成及成員多元化(包括但不限於董事的性別、年齡、文化及教育背景、專業資歷、才能、技能、知識、服務年期、經驗及其他資格和特質，協助董事會編製董事會技能表，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；

(b) having regard to the board diversity policy of the Company, 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;
考慮到本公司的董事會成員多元化政策，物色具備合適資格的人士出任董事會成員，以及甄選對獲提名出任董事的人士或就此向董事會提出建議；

(c) to assess the independence of INEDs of the Company;
評核獨立非執行董事的獨立性；

(d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman and the chief executive of the Company;
就董事委任或重新委任以及董事繼任計劃(尤其是主席及最高行政人員)的有關事宜向董事會提出建議；

(e) to support the Company's regular evaluation of the Board's performance;
協助本公司對董事會表現進行定期評核；

(f) to consider succession planning; and
考慮繼任計劃；及

(g) to consider other topics as defined by the Board.
研究其他由董事會界定的議題。

14. Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (i) why they believe the individual should be elected and the reasons why they consider the individual to be independent; (ii) if the proposed independent non-executive Director will be holding his/her seventh (or more) directorship of an issuer listed on the Main Board or GEM, why the board believes the individual would still be able to devote sufficient time to the Board (to be repealed after 30 June 2028); (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board.
當董事會在股東大會上提出選舉某人為本公司獨立非執行董事的決議時，委員會應在交給股東的通函及／或會議通知所附的解釋性陳述中說明(i)該人應當選的原因及其應被認為具有獨立性的原因；(ii)如果候任獨立非執行董事將出任第七家(或以上))在主板或GEM上市的發行人的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因將於2028年6月30日後刪除；(iii)該名人士可為董事會帶來的觀點與角度、技能及經驗；及(iv)該名人士如何促進董事會成員多元化。

Reporting Procedures
匯報程序

15. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
秘書或其代表須向董事會全體成員傳閱委員會會議記錄及報告。

16. The Committee shall report to the Board of its findings, decisions and recommendations.
委員會須向董事會報告其調查結果，決議及建議。

17. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.
董事會報告及委員會會議記錄於提呈董事會前須經委員會批准。

Note: If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.
*注意：*如果本條款的中英文版本之間存在任何不一致之處，一概以英文版為準。

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