



XINYANG MAOJIAN GROUP LIMITED

信陽毛尖集團有限公司

(formerly known as China Zenith Chemical Group Limited 中國天化工集團有限公司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 362)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Nomination Committee (the “**Committee**”) is established as a committee of the board of Directors (the “**Board**”) of XINYANG MAOJIAN GROUP LIMITED (the “**Company**”).

(1) MEMBERSHIP

- (a) The members of the Committee shall be appointed by the Board. The Committee shall consist of at least three members and comprise a majority Independent Non-executive Directors (“**INEDs**”) of the Company. The Board shall, from time to time, vary the composition of the Committee to comply with the requirement of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Listing Rules**”).
- (b) The Chairman of the Committee shall be an Independent Non-executive Director and a member of the Committee shall be appointed by the Board.

(2) ATTENDANCE

- (a) The quorum of a meeting of the Committee shall be two members.
- (b) The Committee may request any Director, chief executive, external advisers or, where appropriate, any other person to attend its meetings.
- (c) Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of communicating with each other.
- (d) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven working days’ notice.
- (e) Only Committee members shall have the right to vote at meetings.

(3) FREQUENCY OF MEETINGS

Meetings of the Committee shall be held at least once a year. Any member of the Committee may request a meeting if he/they consider(s) that one is necessary.

(4) SECRETARY

The Company Secretary (or in his absence, his duly appointed representative or any one member of the Committee) shall be the secretary of the Committee's meetings.

(5) THE COMMITTEE'S RESOLUTIONS

- (a) Resolutions of the Committee shall be passed by a majority of votes.
- (b) Within a reasonable period of time after the meeting, both of the draft and final versions of minutes shall be circulated to all members of the Committee for their comment and records respectively. Full minutes of the meeting should be kept by the secretary of the Committee.
- (c) 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. Such resolution may be signed and circulated by fax or other electronic communications.

(6) AUTHORITY

- (a) The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it reasonably requires from any employee in order to perform its duties. All employees are directed to co-operate with any reasonable request made by the Nomination Committee.
- (b) The Nomination Committee is authorised by the Board, at the Company's expense, to appoint legal or other independent professional advisers with relevant experience and expertise to assist the Nomination Committee. The Nomination Committee shall have full authority to commission any reports or surveys which it considers necessary to help it fulfill its obligations.
- (c) The Nomination Committee is authorised to require management to provide it with such resources as may be necessary for it to discharge its duties.
- (d) The Nomination Committee shall consult the Chairman and/or Chief executive Officer about their proposals relating to the Nomination of other executive Directors.

(7) DUTIES

The duties of the Committee shall include the following aspects:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive;
- (e) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable laws; and
- (f) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

(8) REPORTING PROCEDURES

The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board. The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

(9) PUBLICATION OF THE TERMS OF REFERENCE

The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Date of first adoption: 2 November 2007

Date of revision: 21 March 2012, 31 December 2018

In the event of any inconsistency between the English version and the Chinese version of these terms of reference, the English version prevail.