



CHINA MOTOR BUS COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 026)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Below are the terms of reference of the nomination committee (the “**Committee**”) established by the board of directors (the “**Board**”) of China Motor Bus Company, Limited (the “**Company**”).

1. Membership

- 1.1. Members of the Committee (the “**Member(s)**”) shall be appointed by the Board.
- 1.2. Majority of the Members shall be independent non-executive directors of the Company.
- 1.3. The Board shall appoint the chairman of the Committee, who shall be either the chairman of the Board or an independent non-executive director.
- 1.4. The terms of appointment of the Members are determined by the Board at the appointment date.

2. Secretary

- 2.1. The company secretary of the Company shall act as the secretary of the Committee.
- 2.2. The Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.

3. Frequency and proceedings of meetings

- 3.1. The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall require.
- 3.2. The quorum necessary for the transaction of business of the Committee shall be two Members, one of whom must be an independent non-executive director of the Company.
- 3.3. Meetings of the Committee shall be convened by the chairman of the Committee. In the absence of the chairman of the Committee, the remaining members present shall elect one of them to chair the meeting.
- 3.4. Notice of each meeting and agenda shall be provided by the secretary of the Committee to each Member, with copies to other directors of the Company, at least 3 calendar days before the date of the meeting, unless such notice requirement is waived by all Members. Notwithstanding the requirement in relation to notice period, attendance of a Member at meeting shall be deemed as his waiver of the requisite length of notice. No notice is required for any adjourned meeting of the Committee if such adjournment is for less than 21 days.
- 3.5. Members may attend meeting in person or via electronic means including by telephone or video conference, provided that all persons attending such meeting are able to hear from and communicate with such Member.

- 3.6. Resolutions of the Committee shall be passed by a majority of votes of the Members present at the meeting.
 - 3.7. A written resolution signed by all Members are valid as if such resolution had been passed at a meeting of the Committee duly convened and held.
 - 3.8. The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance. Minutes of meeting of the Committee shall be circulated promptly to all Members and, unless a conflict of interests exists, to all members of the Board.
4. **Meeting attendance**
- 4.1. Chairman of the Committee may invite directors, chief executive officer, senior managers and external advisors of the Company, and any other persons to attend a meeting of the Committee.
 - 4.2. Only Members are entitled to vote at meetings of the Committee.
5. **Ordinary yearly meeting**
- The chairman of the Committee or (if absent) another Member (who shall be an independent non-executive director of the Company) shall attend the ordinary yearly meeting of the Company, and address the shareholders' enquiries on the activities and responsibilities of the Committee.
6. **Duties**
- The Committee shall:
- (i) review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, 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;
 - (ii) 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;
 - (iii) assess the independence of independent non-executive directors of the Company;
 - (iv) 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 chief executive of the Company;
 - (v) review the policy on board diversity in order to achieve gender diversity at the Board level and review the implementation and effectiveness of the Company's policy on board diversity on an annual basis; and
 - (vi) consider other matters as designated by the Board from time to time.
7. **Reporting responsibilities**
- 7.1. The chairman of the Committee shall report to the Board as and when appropriate and after each meeting on all matters within its duties and responsibilities (including its

decisions or recommendations), unless there are legal and regulatory restrictions on their ability to do so.

- 7.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 7.3. The Committee shall provide to the Board all the information necessary to enable the Company to prepare the corporate governance report to be included in its annual report.

8. Authority

- 8.1. The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 8.2. The Committee is authorized by the Board to seek any information they may require from senior management of the Company in order to perform its duties.
- 8.3. In connection with its duties, the Committee shall be authorized by the Board to obtain independent professional advice, which it deems necessary, at the expense of the Company, subject to reasonable budgetary restraints set by the Board.

9. Publication of the terms of reference

These terms of reference of the Committee and any changes thereto shall be made available to the public by posting the same on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.

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

21st February, 2022