



Shenzhen International Holdings Limited

Terms of Reference of the Nomination Committee of the Board of Directors

1. Status

1.1 The Nomination Committee (the “Committee”) is a sub-committee of the board of directors (the “Board”) of Shenzhen International Holdings Limited (the “Company”) to which the Board has delegated to perform its duties as set out in below.

2. Composition

2.1 The Committee shall consist of at least three members, the majority of the members shall be independent non-executive directors.

2.2 Members of the Committee shall be appointed, replaced and removed by the Board after considering the recommendations of the Committee.

2.3 Only members of the Committee are entitled to attend meetings, but the Committee may invite other Board members, senior management or representatives from other departments to attend meetings as appropriate. External consultants may also be invited to attend meetings of the Committee.

3. Chairman of the Committee

3.1 The chairman of the Committee shall be the Chairman of the Board or an independent non-executive director of the Company and be appointed by the Board after being elected among the members. All meetings shall be chaired by the chairman of the Committee. In the absence of the chairman of the Committee, members present at the meeting may elect another member to chair the Committee meeting .

3.2 The chairman of the Committee should attend the annual general meeting to answer shareholders’ questions on the Committee’s activities.

4. Reporting procedures and frequency of meetings

4.1 The secretary of the Committee shall be appointed, replaced and removed by the Committee.

4.2 Any member may call a meeting of the Committee through the secretary of the Committee. The Committee shall meet at least once a year (excluding resolutions in writing). The Committee may convene additional meetings as and when necessary.



- 4.3 The secretary of the Committee shall attend the Committee meetings and shall be responsible for preparing minutes of the meetings. Draft and final versions of minutes shall be circulated and sent to all members present at the meeting for comments and records within a reasonable time after the meetings being held. The minutes shall be signed by the chairman of the meeting or put to vote at the next meeting for confirmation. All directors shall be entitled to inspect and request at any time copies of the minutes of the Committee meetings.
- 4.4 The chairman of the Committee shall report to the Board the decisions or recommendations made by the Committee within the terms of reference.

5. Notice of meetings

- 5.1 The secretary of the Committee may convene a meeting by serving notice to each member in writing or by other electronic means. The period of notice of the meeting shall not be less than five days, including the date of issuing the notice and the date of the meeting. However, with the unanimous consent of all members, the said period of notice of the meeting can be exempted. Under normal circumstances, the meeting documents should be despatched together with the agenda and notice of the meeting.
- 5.2 Any member may propose an issue to be submitted to the meeting for discussion; the secretary of the Committee shall draft the agenda of the meeting and submit to the chairman of the Committee for approval.

6. Quorum and vote at the meetings

- 6.1 The quorum of meetings of the Committee shall be at least two members. Members are not entitled to appoint proxies.
- 6.2 Each member present at the meeting shall have one vote. All resolutions put to vote at the meeting shall be passed by a majority of votes of the members present at the meeting to be valid. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- 6.3 Members who are unable to attend the meeting in person can participate by telephone or by other electronic communication facilities. Members participating in the meeting by telephone or by other electronic communication facilities shall be deemed as being present at the meeting.
- 6.4 Members who are unable to attend the meeting may state their opinions in writing. The written opinions of such absent members, who are not entitled to vote in that meeting, shall be recorded in the minutes.
- 6.5 Any resolution in writing signed by all members shall be deemed as having been passed at a lawful meeting.



7. Duties

The Committee's duties shall include the following:

- 7.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board with due regard for the benefits of diversity of the Board at least once annually and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy.
- 7.2 identify individuals suitably qualified as to become directors of the Company, nominate candidates for directors to the Board or make recommendations to the Board in this respect.
- 7.3 assess and review factors such as the qualification and experience of candidates for directors, report the results of such assessment and make recommendations in respect of the appointment to the Board.
- 7.4 assess the qualification and experience of directors who are subject to retirement by rotation and re-election at each annual general meeting, report the results of such assessment and make recommendations in respect of the re-election to the Board.
- 7.5 assess the independence and qualification of independent non-executive directors.
- 7.6 make recommendations to the Board on the succession planning for directors, in particular the Chairman of the Board and the chief executive.
- 7.7 draw up the board diversity policy and make recommendations to the Board. Review the implementation and effectiveness of such policy on an annual basis and report to the Board.
- 7.8 review the contribution required from directors to perform his/her responsibilities, and whether he/she is spending sufficient time performing his/her responsibilities on a regular basis.
- 7.9 consider and supervise the implementation of the nomination policy of directors, review and make recommendations on amendments to the Board where appropriate.
- 7.10 formulate the selection criteria and procedures for senior management.
- 7.11 carry out other works in accordance with the requirements of the Board.



7.12 the Committee shall review its terms of reference and make recommendations on amendments to the Board where appropriate.

7.13 the Committee shall review the Committee's work and progress disclosed in the annual report of the Company every year.

8. Authority

8.1 The Committee is authorised by the Board to carry out such related matters in accordance with its terms of reference, and access to the information, record or report from any employee of the Group in order to perform its duties and request any employee to attend the meetings of the Committee and answer questions as and when required.

8.2 The Committee shall be provided with sufficient resources to perform its duties. The Committee is authorised by the Board to seek advice from external personnel consultants and other professionals, including defining the terms of reference of consultants, approving consultant fees and other retainer terms, but if the consultant fee exceeds HK\$500,000, discussion with the executive board committee is required;

9. Others

9.1 These terms of reference shall not override the Memorandum of Association and Bye-Laws of the Company, especially the requirements that members are not entitled to vote in case of conflicts of interests.

9.2 The requirements for the proceedings of the Board meetings that are not stipulated in these terms of reference but provided in the Memorandum of Association and Bye-Laws of the Company shall be applicable to the proceedings of the meetings of the Committee.

9.3 These terms of reference may be amended, supplemented and revoked from time to time by the Board without violation of the Memorandum of Association and Bye-Laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the Corporate Governance Code).

- The End -

Adoption/amendments of the Terms of Reference:

<i>March 2004</i>	<i>Adoption approved by the Board</i>
<i>March 2005</i>	<i>Amendments approved by the Board</i>
<i>March 2011</i>	<i>Amendments approved by the Board</i>
<i>March 2012</i>	<i>Amendments approved by the Board</i>
<i>September 2013</i>	<i>Amendments approved by the Board</i>
<i>January 2023</i>	<i>Amendments approved by the Board</i>

Note: *The English translation of this Terms of Reference is for reference only. Should there be any discrepancy between the English and Chinese versions, the Chinese version shall prevail.*