



THE CROSS-HARBOUR (HOLDINGS) LIMITED

港通控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 32)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

DEFINITIONS

In these terms of reference (the “Terms”), if not inconsistent with the subject or context:

“Board”	means the board of Directors.
“Chairman”	means the chairman of the Committee.
“Committee”	means the nomination committee of the Company established in accordance with clause 1 of these Terms.
“Committee Secretary”	means the secretary of the Committee.
“Company”	means The Cross-Harbour (Holdings) Limited.
“Company Secretary”	means the company secretary of the Company.
“Directors”	means the directors of the Company.
“INEDs”	means the independent non-executive Directors.

Constitution

1. The Committee is, by a resolution of the Board passed on 28 March 2012, established as a committee of the Board to take effect from 30 March 2012.

Membership, Chairman & Committee Secretary

2. **Membership:** The Committee shall consist of at least three members of different genders, each of whom shall be appointed by the Board and the majority of whom shall be INEDs.
3. **Chairman:** The Chairman shall be appointed by the Board and shall be the chairman of the Board or an INED.

4. **Committee Secretary:** The Company Secretary shall act as the Committee Secretary. The Committee may, from time to time, appoint any other person with the appropriate qualifications and experience as the Committee Secretary.

Authority

The Committee is authorised by the Board

- 5.1 to investigate any activity within these Terms;
- 5.2 to be provided with sufficient resources to perform its duties; and
- 5.3 to seek independent professional advice, at the Company's expense, to perform its responsibilities where necessary.

Duties

The Committee's duties shall include the following:

- 6.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 assessing the independence of INEDs;
- 6.4 making 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;
- 6.5 supporting the Company's regular evaluation of the Board's performance; and
- 6.6 monitoring implementation of the Company's policy concerning diversity of Board members and reviewing such policy, as appropriate, and making recommendations on any revisions that may be required to the Board.

Conduct of Business

7. Frequency of meetings:

The Committee shall meet at least annually.

A meeting of the Committee may be convened by the Committee Secretary on request of a member or by any member.

8. Quorum:

The quorum shall be any two members, one of whom shall be the Chairman.

Members may participate in any Committee meeting by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

9. Voting:

Questions arising at any Committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

10. Resolutions:

A resolution in writing signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form.

The Committee Secretary shall keep full minutes of Committee meetings. Such minutes shall record in sufficient detail the matters considered and decisions reached at the meeting and be open for inspection at any reasonable time on reasonable notice by any Director.

11. Attendance at meetings:

Only members of the Committee shall have the right to attend Committee meetings. Other Board members who are not members of the Committee and individuals such as the Head of Human Resources and external advisers may be invited to attend all or part of any meeting, as and when appropriate.

Other

12. Without prejudice to the generality of the duties set out in these Terms, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations to do so.

Communication with Shareholders

13. The Chairman or in his/her absence, another Committee member or failing this his/her duly appointed delegate, shall attend the Company's annual general meeting to answer questions thereat.

Hong Kong, 1 July 2025