



珠江船務企業(股份)有限公司
Chu Kong Shipping Enterprises (Group) Co., Ltd.
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00560)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. The Board of Directors (the “**Board**”) of Chu Kong Shipping Enterprises (Group) Company Limited (the “**Company**”) has established a Nomination Committee (the “**Committee**”) with written terms of reference pursuant to the resolution of the Board on 20th June 2011, which was revised on 15th August 2013, 1st January 2019 and 1st July 2025.

Membership

2. The Committee members shall be the directors of the Company (the “**Directors**”) and from time to time appointed by the Board. The Committee shall consist of not less than three members, a majority of whom shall be independent non-executive Directors, and at least one Director is of a different gender.
3. The term of each Committee member shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
4. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.
5. The chairman of the Committee shall be appointed by the Board (the “**Committee Chairman**”).

Meetings and Quorum

6. The Committee shall meet with such frequency and at such times as it may determine, but at least once a year. The Committee shall report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.
7. Unless otherwise waived by all members of the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee at least 7 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at least 3 days before the date of the meeting.

8. The Committee may invite any director, executive, external auditor or person to attend the meeting of the Committee as it may from time to time consider desirable to assist the Committee to perform its responsibilities.
9. The quorum for the meetings shall be 2 members, one of whom should be the Committee Chairman. Meetings could be held in person, by telephone or by video conference. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
10. Only members of the Committee are entitled to vote at the meetings. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present.
11. A resolution in writing signed by all the members for the time being shall be as valid and effectual as a resolution passed at a meeting duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members.
12. The secretary of the Committee (the “**Committee Secretary**”) shall be the person appointed by the Committee Chairman.

Objective

13. The purpose of the Committee is to identify, consider and make recommendations to the Board on the appointment of directors and senior executives, to oversee the process for evaluating the performance of the Board, and to develop and recommend to the Board the nomination guidelines and the board diversity policy for the Company (the “**Board Diversity Policy**”), which shall be consistent with any applicable laws, regulations and listing rules.

Annual General Meetings

14. The Committee Chairman shall, as far as practicable, attend the Company’s annual general meeting and be prepared to respond to any shareholder’s questions on the Committee’s activities.

Authority

15. The Committee is authorized by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company’s expense, if it considers this necessary.
16. The Committee shall be provided with sufficient resources to discharge its duties. The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Committee.

Duties

17. The duties of the Committee shall be:

- a) to make recommendations to the Board on the scale and composition of the Board with reference to the Company's operation activities, assets scale and structure of the equity interest;
- b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and the senior executives at least once a year, 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;
- c) to identify individuals suitably qualified to become members of the Board and the senior executives and select or make recommendations to the Board on the selection of, individuals nominated for directorship and senior executive :
- d) to assess the independence of independent non-executive directors;
- e) to examine and make recommendations on the candidates for the position of Directors and senior executives;
- f) 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 managing director;
- g) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should be set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - 1) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - 2) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - 3) the perspectives, skills and experience that the individual can bring to the Board; and
 - 4) how the individual contributes to the diversity of the Board.
- h) to give due regard to the benefits of diversity on the Board against objective criteria in reference to the Board Diversity Policy when performing its duties;
- i) to review the Board Diversity Policy as appropriate and to review the measurable objectives under the Board Diversity Policy and the progress of attainment on an annual basis, so as to ensure effective implementation;

- j) to review the Nomination Policy as appropriate and to review the nomination procedures, process and criteria to select and recommend candidates for directorship;
- k) to support the Company's regular evaluation of the Board's performance, and to review and assess regularly the time commitment and contribution of each Director to the Board as well as the Director's ability to discharge his/ her responsibilities effectively; and
- l) to exercise such other powers, authorities and discretions, and perform such other duties, of the directors in relation to the nomination of directors as the Board may from time to time delegate to it, having regard to the Hong Kong Companies Ordinance, the Listing Rules and the Articles of Association of the Company.

Reporting procedures

- 18. Full minutes of the meetings of the Committee should be kept by the Committee Secretary. Draft and final versions of minutes of the Committee should be sent to all members of the Committee for their comments and records respectively within reasonable time after the meeting.
- 19. The Committee Secretary shall circulate the minutes of the meetings of the Committee together with the relevant report(s) to all members of the Board within reasonable time after the meeting.
- 20. The company secretary of the Company shall be responsible for making available the terms of reference of the Committee, explaining the Committee's role and the authorities delegated to the Committee by the Board, by including such terms of reference on the website of the Company and The Stock Exchange of Hong Kong Limited.

Language

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

Dated this 1st day of July 2025