

# **CHINNEY ALLIANCE GROUP LIMITED**

(Incorporated in Bermuda with limited liability)

(the “Company”)

## **Terms of Reference for Nomination Committee**

(Adopted by the Board on 31 December 2021)

### **Constitution**

1. The board of directors of the Company (the “Board”, and each director of the Board, a “Director”) hereby resolves to establish a Committee of the Board to be known as Nomination Committee (the “Committee”).

### **Membership**

2. The members of the Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors (“INED(s)”). The quorum of a Committee meeting shall be any two members of the Committee and one of whom must be INED.
3. The Committee shall be chaired by the Chairman of the Board or an INED.

### **Frequency and procedure of meetings**

4. Unless otherwise stated herein, the meetings of the Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company’s bye-laws.
5. Meetings shall be held not less than once a year. The chairman of the Committee shall convene a meeting upon request by any member of the Committee.
6. An agenda and any accompanying Committee papers should be sent in full to all members of the Committee in a timely manner and at least three days before the proposed date of a meeting of the Committee (or other agreed period).
7. The Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.
8. The Secretary of the Committee shall be the company secretary of the Company or his/her appointed delegate.

## **Authority**

9. The Committee is authorised by the Board to investigate any activity mentioned in these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
10. The Committee shall be provided with sufficient resources to perform its duties. When necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
11. Where the Board proposes a resolution to elect an individual as an INED at the general meeting of the Company, the Committee should advise the Board on the following issues and the Board should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting of the Company:
  - (a) 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;
  - (b) if the proposed INED 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;
  - (c) the perspectives, skills and experience that the individual can bring to the Board; and
  - (d) how the individual contributes to diversity of the Board.

## **Duties**

12. The duties of the Committee shall include:
  - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (b) 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 managing director;

- (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- (d) assessing the independence of INEDs and reviewing their annual confirmations on their independence;
- (e) reviewing the Board's diversity policy, as appropriate; and to review the measurable objectives that the Board has set for implementing the Board's diversity policy, and the progress of achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (f) reviewing the Board's nomination policy, as appropriate, to ensure its effectiveness and regulatory compliances; and make recommendations to the Board on any proposed changes to the policy;
- (g) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution and documents of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or applicable law;
- (h) to do any such things to enable the Committee to perform its powers and functions conferred on it by the Board; and
- (i) 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.

13. The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees; and
- (c) the re-appointment of any Directors who are to retire by rotation having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

### **Reporting procedures**

14. Full minutes of the Committee's meetings should be kept by the secretary of the Committee and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
15. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and records respectively, within a reasonable time after such meetings.
16. Without prejudice to the generality of the duties of the Committee set out above, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

### **Provision of Terms**

17. The Committee shall make available these terms of references on request and by inclusion onto the websites of the Stock Exchange and of the Company, thereby explaining the role of the Committee and the authority delegated to it by the Board.

### **Review of Terms**

18. The Committee shall review these terms of references annually, and may consider and submit to the Board any proposed changes that the Committee deems appropriate or advisable.