



**CALB Group Co., Ltd.**

**中創新航科技集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3931)**

## **NOMINATION COMMITTEE — TERMS OF REFERENCE**

The board of directors (the “**Board**”) of CALB Group Co., Ltd. (the “**Company**”) has established a committee of the Board known as the Nomination Committee (the “**Committee**”) with its constitution and particular duties set out below:

### **1. MEMBERSHIP**

- 1.1. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of at least three members with at least one member of a different gender, and the majority of which shall be independent non-executive directors.
- 1.2. The chairman of the Committee shall be appointed by the Board. The chairman of the Committee must be the chairperson of the Board or an independent non-executive director.

### **2. SECRETARY OF COMMITTEE**

- 2.1. The company secretary of the Company (or any one of the joint company secretaries of the Company as may be designated by the Board, where applicable) shall be 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. MEETINGS**

- 3.1. The meetings of the Committee shall be held as needed. The meeting shall be chaired by the chairman of the Committee, who may entrust another member of the Committee to do so on his/her behalf when he/she is unable to attend the meeting.
- 3.2. Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Committee, and to any other person required to attend in relation to all meetings of the Committee, at least 5 days before the date of the meeting; and in relation to continued meetings held within 5 days, no prior notice is required. Notwithstanding the notification period, the attendance of the member of the Committee at the meeting would deem to be treated as the waiver of the required notification requirement.
- 3.3. A quorum shall be two members, one of whom must be an independent non-executive director. Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

- 3.4. The members of the Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5. Each member of the Committee is entitled to one vote. Resolutions of the Committee shall be passed with a simple majority of votes.
- 3.6. Resolutions signed by all members of the Committee will be treated valid as if they are passed in the meeting of the Committee.
- 3.7. Minutes of the Committee meetings shall be kept by the secretary of the Committee and shall be available for inspection by any member of the Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Committee shall circulate the minutes and reports of the Committee to all members of the Board.

#### **4. ATTENDANCE OF MEETINGS**

- 4.1. Upon invitation by the Committee, the chairperson of the Board and/or the president or the vice president, external consultant and other Board members may attend all or any of the meetings.
- 4.2. Only the Committee members shall have the voting powers.

#### **5. DUTIES**

The duties of the Committee shall include, but shall not be limited to the following:

- 5.1. to formulate a policy concerning diversity of Board, review the policy, and assess the progress towards achieving its objectives set for implementing the policy; to ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
- 5.2. to review the structure, size and composition (including the gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board at least annually, to assist the Board in developing a Board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; when reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors in accordance with the policy concerning diversity of Board adopted by the Company from time to time to achieve Board diversity;
- 5.3. to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates as directors for Board approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;

- 5.4. to make recommendations to the Board on the appointment or re-appointment of directors and senior management and succession planning for directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Committee considers appropriate including the opportunities and challenges facing the Company and skills and expertise required in the future and ensure that senior management's succession planning is discussed at the Board at least once annually;
- 5.5. to continuously evaluate the leadership needs and the training and development programmes of the Company, with a view to ensuring the continuous effective and efficient functioning of the Company and maintain competitiveness in the market;
- 5.6. to evaluate the needs for, and monitor the training and development of directors;
- 5.7. to review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
- 5.8. to review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes if needed;
- 5.9. to draw up, review and update, as appropriate, the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review and update the progress on achieving the objectives; and to make disclosures of its progress its review results in the annual report of the Company annually;
- 5.10. to assist the Company in conducting regular assessments of the Board's performance;
- 5.11. to assess the independence of independent non-executive directors;
- 5.12. where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent; and
- 5.13. to review the Company's workforce diversity policy (including senior management) and its implementation, and make recommendations to the Board to enhance its effectiveness in building an inclusive and diverse workplace.

## **6. REPORTING RESPONSIBILITIES**

- 6.1. After each meeting, the Committee shall report formally to the Board on all matters within its duties and responsibilities.
- 6.2. The Committee should make available these terms of reference by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

## **7. ANNUAL GENERAL MEETINGS**

- 7.1 The chairman of the Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Committee's performance of its duties. If the chairman of the Committee is unable to attend, a member of the Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Committee's performance of its duties.

## **8. AUTHORITY**

- 8.1 The Committee is authorised by the Board to seek any information it requires from senior management of the Company in order to perform its duties when necessary.
- 8.2 The Committee is authorised by the Board to seek independent professional advice when necessary, at the Company's expense, to perform its responsibilities.

*Note: All such arrangements of obtaining external legal or other independent professional advice may be made by the company secretary.*

- 8.3 The Company should provide the Committee sufficient resources to perform its duties.

## **9. SUPPLEMENTARY PROVISIONS**

- 9.1 Upon approval by the Board, these terms of reference shall become effective.
- 9.2 These terms of reference shall be interpreted by the Board. If there is any inconsistency between the English version and the Chinese version of this terms of reference, the Chinese version shall prevail.