

**TIANDE CHEMICAL HOLDINGS LIMITED**  
**天德化工控股有限公司**  
(the “Company” which together with its subsidiaries, the “Group”)

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**Terms of reference relating to**  
**the nomination committee (“Nomination Committee”)**  
**of the board of directors (“Board” or “Directors”) of the Company**

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**1. Membership**

- 1.1 Members of the Nomination Committee (“**Members**”) shall be appointed by the Board and a majority of its members should be the independent non-executive Directors, including at least one member of a different gender.
- 1.2 The Nomination Committee must be chaired by the chairman of the Board or an independent non-executive Director within the Nomination Committee, and the chairman must be appointed by the Board.
- 1.3 The terms of appointment of the Members are determined by the Board at the appointment date.
- 1.4 The appointment of the Members and the secretary of the Nomination Committee may be revoked, or additional Members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

**2. Secretary**

- 2.1 The company secretary of the Company or his/her delegate shall be the secretary of the Nomination Committee.
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

**3. Frequency and proceeding of meetings**

- 3.1 The Nomination Committee shall meet at least once each year. Any Member or its secretary can call for a meeting as necessary.
- 3.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

- 3.3 Notice of meeting shall be given to each Member orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or e-mail address etc. from time to time notified to the secretary of Nomination Committee by such Member or by such other means as Members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 3.4 Meeting of Nomination Committee could be held in person or by telephone or other electronic means. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting Nomination Committee of are capable of hearing each other. Member may not appoint any alternate to attend any meeting of Nomination Committee.
- 3.5 The quorum of the Nomination Committee meeting shall be two Members one of whom must be an independent non-executive Director.
- 3.6 Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Final versions of minutes shall be open for Directors' inspection.

#### **4. Attendance of meetings**

- 4.1 At the invitation of the Nomination Committee, the other members of the Board, external advisers and other persons may be invited to attend all or part of Nomination Committee meeting.

#### **5. Resolutions**

- 5.1 Resolutions of the Nomination Committee shall be passed by a majority of votes.
- 5.2 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 5.3 Only Members are entitled to vote at the meetings.

#### **6. Attendance of annual general meeting**

- 6.1 The Chairman of the Nomination Committee, or in his/her absence, another Member (who must be an independent non-executive Director), shall attend the Company's annual general meeting and be prepared to respond to the Company's shareholders' questions on the Nomination Committee's activities and their responsibilities.

#### **7. Authority**

The Nomination Committee may exercise the following powers:

- 7.1 to consult the Board about the qualification (including the skills, knowledge and experience) relating to individuals nominated for directorships of the Company;

7.2 to access independent legal or professional advice if considered necessary. Arrangement to seek the independent legal or professional advice could be made through the secretary of the Nomination Committee; and

7.3 to obtain sufficient resources to discharge its duties.

## **8. Duties**

The duties of the Nomination Committee shall be:

8.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in maintaining a board skill matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, purpose, values and desired culture;

8.2 to review the board diversity policy of the Company (the "**Board Diversity Policy**"), in particular, the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;

8.3 when reviewing the structure, size and composition of the Board, the Nomination Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the Board Diversity Policy from time to time to achieve Board diversity;

8.4 to report annually, in the corporate governance report contained in the Company's annual report, on the Board's composition from the perspective of diversity, and monitor the implementation of the Board Diversity Policy;

8.5 to review, as appropriate, the policy for the nomination of Directors ("**Nomination Policy**"). The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend individual for directorship;

8.6 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Committee shall consider individual on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

8.7 to assess the independence of independent non-executive Directors;

8.8 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 general manager of the Company to ensure the long-term success of the Company, which considers the skills that the Board currently has and is likely to need in the future and ask what professional and personal attributes may be missing from the Board. The Nomination Committee should periodically review the succession plan as the needs of the Company and Board may change over time;

- 8.9 to support the Company’s regular review and evaluation of the Board’s performance, including, among others, annual assessment of each Director’s time commitment and contribution to the Board as well as the Director’s ability to discharge his or her responsibilities effectively, taking into consideration his/her professional qualifications and work experience, listed issuer directorships, other significant external time commitments and other factors or circumstances relevant to such Director’s character, integrity, independence and experience;
- 8.10 to be mindful of the need to refresh the Board regularly to avoid entrenchment and attract fresh thinking;
- 8.11 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting of the Company, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
- (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reason why it considers the individual to be independent;
  - (ii) if the proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship, the reason why the Board believes the individual would still be able to devote sufficient time to the Board;
  - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
  - (iv) how the individual can contribute to diversity of the Board;
- 8.12 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or applicable laws; and
- 8.13 to consider other matters, as determined or assigned by the Board from time to time or otherwise required by the relevant code provisions of the Corporate Governance Code as contained in Part 2 of Appendix C2 of the Listing Rules or other parts of the Listing Rules from time to time.

## **9. Reporting Responsibilities**

- 9.1 The Nomination Committee shall report to the Board after each meeting on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).
- 9.2 The Nomination Committee’s recommendations on nomination should be placed before the Board in the form of a Board paper circulated in advance of Board meetings.

9.3 Such recommendations shall be supported by the resume in respect of the individuals concerned.

*In case of inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.*

First adoption date: 16 December 2011

Latest amendment date: 30 June 2025