



SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

Nomination Committee – Terms of Reference

1. Members

- 1.1 The nomination committee (the “**Nomination Committee**”) of Sinotruk (Hong Kong) Limited (the “**Company**”) should be appointed by the board of directors of the Company (the “**Board**”) and should comprise a minimum of three members (the “**Members**”).
- 1.2 The majority of the Members must be independent non-executive directors of the Company (the “**INED(s)**”).
- 1.3 The chairman of the Nomination Committee shall be appointed by the Board and must be either the chairman of the Board or an INED.
- 1.4 The term of office of the Members shall be the same as that of the Board.

2. Secretary

- 2.1 The Nomination Committee shall have a secretary who shall be responsible for the tasks delegated by the Nomination Committee and its chairman.

3. Meetings

- 3.1 The Nomination Committee shall hold at least one regular meeting each year.

- 32 Notice of meeting should be given at least 5 days before any meeting of the Nomination Committee. Such period could be shortened under special circumstances or such notice could be waived by all the Members. Notwithstanding the notice period, the attendance of the Member at the meeting would be deemed as a waiver of the required notice requirement. If an adjourned meeting takes place within 14 days after the meeting, no further notice is required for such adjourned meeting.
- 33 Meetings of the Nomination Committee shall be convened only with the presence of half of the Members or more.
- 34 Meetings of the Nomination Committee could be conducted physically or through conference call. Where any Member is unable to attend any meeting for any reasons, he may in writing appoint another Member by proxy to attend the meeting to vote on his behalf (but not count in the quorum as mentioned in clause 3.3 above).
- 35 Resolutions of the Nomination Committee shall be passed by a majority of all the Members who attend the meeting.
- 36 Minutes of the meetings of the Nomination Committee should be kept by the secretary of the Nomination Committee and shall be made available for inspection by all members of the Board at any time.

4. Attendance of Meetings

- 4.1 The Nomination Committee may invite other personnel relevant to the resolutions to attend the meetings of the Nomination Committee as attendees if necessary.
- 4.2 Only the Members are entitled to vote in the meetings of the Nomination Committee.

5. Annual General Meetings

- 5.1 The chairman of the Nomination Committee or (if absent) a Member (must be an INED) should attend the annual general meetings of the Company and respond to the shareholders' enquiry on the activities and responsibilities in relation to the Nomination Committee.

6. Duties

- 6.1 The Nomination Committee shall have the following duties:
- 6.1.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually so as to comply with the requirements of the Listing Rules as amended from time to time and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - 6.1.2 to identify, and assess the suitability and qualification of, candidates to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - 6.1.3 to assess the independence of INEDs; and
 - 6.1.4 to make 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 of the Company.

7. Reporting responsibility

- 7.1 The Nomination Committee shall report to the Board its resolutions or recommendations after each meeting unless the Nomination Committee is prohibited by laws or regulatory requirement from such reporting (such as a restriction on disclosure due to regulatory requirements).

8. Power and authority

8.1 The Nomination Committee shall have the following authorities:

8.1.1 to seek independent professional advice, at the Company's expense, in performing its duties; and

8.1.2 to request for the assistance of the company secretary of the Company.

8.2 The Nomination Committee should be provided with sufficient resources to discharge its duties.

31 August 2022