



**招商局港口控股有限公司**  
CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

**(Stock Code: 00144)**

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

### **Formation**

1. The Nomination Committee (the “Committee”) was formed pursuant to the board resolution of China Merchants Port Holdings Company Limited (formerly known as China Merchants Holdings (International) Company Limited) (“the Company”) passed on 29 March 2012.

### **Composition and Quorum**

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 3 members. The Committee shall have at least one member of different gender.

Quorum : 2

3. The Chairman of the Committee shall be appointed by the board and should be the chairman of the board or an independent non-executive director.
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.

### **Authority**

5. The Committee is authorised by the board to investigate any activity within its terms of reference. 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.
6. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Duties**

7. The duties of the Committee shall be:

- (a) To review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually, 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.
- (b) To review the Company's board diversity policy and workforce (including senior management) diversity policy and to review any measurable objectives and the implementation of such policies.
- (c) 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.
- (d) To assess 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 account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience.
- (e) To assess the independence of independent non-executive directors, including length of tenure and any overboarding.
- (f) To make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and to make recommendations to the board on the appointment of an independent non-executive director as the lead independent non-executive director (if any).
- (g) To support the Company's regular evaluation of the board's performance, including but not limited to the continuous professional development and training to be received by the directors.
- (h) To consider other topics as defined by the board.

31 March 2025