



# CK Infrastructure Holdings Limited 長江基建集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1038)**

**(the “Company”)**

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

Below are the Terms of Reference of the Nomination Committee of the Company established on 1st January, 2019 pursuant to the resolutions of the board (the “Board”) of directors (the “Directors”) of the Company, in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

### **1. Membership**

- 1.1 The Nomination Committee shall be appointed by the Board.
- 1.2 Majority of the members of the Nomination Committee shall be independent non-executive Directors, with at least one member of a different gender.
- 1.3 The Chairman of the Nomination Committee shall be the Chairman of the Board or an independent non-executive Director appointed by the Board.

### **2. Secretary**

- 2.1 The Company Secretary 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. Meetings**

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Nomination Committee shall be deemed waiver of the requisite length of notice by the member of the Nomination Committee. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The quorum of the Nomination Committee shall be any two members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members of the Nomination Committee 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 are capable of hearing each other.

- 3.5 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the members of the Nomination Committee present.
- 3.6 A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

#### **4. Attendance at Meetings**

- 4.1 At the invitation of the Nomination Committee, Directors, executives and other persons may attend all or part of any meetings.
- 4.2 Only members of the Nomination Committee are entitled to vote at the meetings.

#### **5. Annual General Meeting**

- 5.1 The Chairman of the Nomination Committee or another member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the activities of the Nomination Committee and their responsibilities.

#### **6. Responsibility, Powers and Discretion**

The Nomination Committee shall have the following responsibilities, powers and discretion:

- 6.1 review the structure, size and composition (including the skills, knowledge, experience and diversity profile) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
- 6.2 identify suitable director candidates and select or make recommendation to the Board on the selection of individuals to be nominated as Directors;
- 6.3 assess the independence of independent non-executive Directors having regard to the criteria under the Listing Rules;
- 6.4 make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- 6.5 review and 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 the factors as required by the Listing Rules;
- 6.6 support the regular evaluation of the performance of the Board; and

- 6.7 review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

## **7. Reporting Responsibilities**

- 7.1 The Nomination Committee shall report to the Board as and when appropriate.

## **8. Authority**

- 8.1 The Nomination Committee is authorised by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 8.2 The Nomination Committee is authorised by the Board where necessary to have access to independent professional advice.

*Note: Arrangement to seek independent professional advice could be made through Company Secretary.*

- 8.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

## **9. Publication of the Terms of Reference**

- 9.1 The Terms of Reference are posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the Terms of Reference is made available to any person without charge upon request.

*Remark: “senior management” refers to the same persons referred to in the Company’s annual report and required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.*

Effective on: 1st January, 2019  
Updated on: 1st December, 2020  
1st February, 2024  
21st May, 2025