

**Zhonggan Communication (Group) Holdings Limited**  
**中贛通信(集團)控股有限公司**

(the “**Company**”)

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 2545)

**TERMS OF REFERENCE OF THE  
NOMINATION COMMITTEE OF THE BOARD  
OF DIRECTORS OF THE COMPANY**

**1. Constitution**

The nomination committee (the “**Committee**”) of the board of directors (the “**Directors**”) of the Company (the “**Board**”) is established pursuant to a written resolution passed by the Board on 17 June 2024.

**2. Membership**

- 2.1. Members of the Committee shall be appointed by the Board from among the members of the Board. The Committee must consist of not less than three (3) members and a majority of whom must be independent non-executive Directors and at least one of whom shall be of different gender.
- 2.2. The chairman of the Committee shall be appointed by the Board or elected among the members of the Committee which shall be the chairman of the Board or an independent non-executive Director.
- 2.3. The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.4. The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

### **3. Meetings of the Committee**

- 3.1. Meetings of the Committee shall be convened at least once a year. Additional meetings may be held as and when necessary.
- 3.2. The quorum for a meeting shall be two (2) members of the Committee, at least one of whom must be an independent non-executive Director.
- 3.3. The meetings and proceedings shall be governed by the relevant provisions of the articles of association of the Company (as amended from time to time).
- 3.4. Members may attend a meeting of the Committee either in person or through electronic means of communication or in such other manner as the members may agree.
- 3.5. Resolutions of the Committee shall be passed, if being made during a meeting, by a majority of votes of the members of the Committee attending such meeting. The chairman of the Committee shall have a second or casting vote when an equality of votes occurs.
- 3.6. A resolution in writing passed and signed by all members of the Committee shall be valid and be equally effective as any resolution passed at a meeting held.
- 3.7. Members must abstain from voting in respect of any resolution which he/she is an interested party.
- 3.8. Full minutes of meetings of the Committee shall be kept by the company secretary or the duly appointed secretary of the Committee and be available for review by the Directors. Draft and final versions of minutes of the meeting shall be sent to all members of the Committee for their comment and records, within a reasonable period of time after conclusion of the meeting.

#### **4. Alternate Committee members**

A Committee member may not appoint any alternate.

#### **5. Authority of the Committee**

5.1. The Committee may exercise the following powers:

- 5.1.1. to seek any information it requires from any employee of the Company and its subsidiaries (collectively, the “**Group**”) and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- 5.1.2. to review the performance of the Directors and the independence of the independent non-executive Directors in relation to their appointment or reappointment as Directors;
- 5.1.3. to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfil its duties and should be provided with sufficient resources to discharge its duties;

5.1.4. to review annually these terms of reference and their effectiveness in the discharge of the duties of the Committee and to make recommendation to the Board any changes it considers necessary; and

5.1.5. to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

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

## 6. Duties of the Committee

The duties of the Committee shall be:

6.1. to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, skills, knowledge, experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with due regards to the board diversity policy of the Company;

6.2. to determine the policy for the nomination of Directors (the "**Nomination Policy**") and to disclose the Nomination Policy in the Corporate Governance Report of the Company annually; the Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;

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

6.4. to assess the independence of the independent non-executive Directors in accordance with the provisions of the The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other relevant laws, rules and regulations;

- 6.5. to deal with matters relating to Board diversity and review the Board Diversity Policy, as appropriate, and review the measurable objectives under the Board Diversity Policy, and the implementation and effectiveness of the Board Diversity Policy; and make disclosure of the summary of the Board Diversity Policy and the review results in the Corporate Governance Report annually;
- 6.6. 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- 6.7. to assess each Director's commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively; and
- 6.8. where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
  - 6.8.1 the process used for identifying the individual and why the Board believes the individual should be elected, the reasons why it considers the individual to be independent;
  - 6.8.2 if the proposed independent non-executive Director will be holding his or her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - 6.8.3 the perspectives, skills and experience that the individual can bring to the Board; and
  - 6.8.4 how the individual contributes to diversity of the Board.

The Committee should assist the Board in addressing the above information in the relevant circular and/or explanatory statement when it is requested by the Board.

## **7. Annual general meeting**

The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

## **8. Powers of the Board**

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

## **9. Publication of the terms of reference of the Committee**

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of The Stock Exchange of Hong Kong Limited.

Adopted on 30 June 2025

*NOTE: This terms of reference has been translated into Chinese. In case of discrepancies between the English version and Chinese versions, the English version shall prevail.*