

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.
- 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 the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

6.2. 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 of the Group;

6.3. to assess the independence of the independent non-executive Directors;

6.4. to make recommendations to the Board on:

6.4.1. the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;

6.4.2. the policy on the terms of employment of non-executive Directors;

6.4.3. the composition of the audit committee, remuneration committee and other board committees of the Company;

6.4.4. proposed changes to the structure, size and composition of the Board;

- 6.4.5. candidates suitably qualified to become members of the Board;
 - 6.4.6. the selection of individuals nominated for directorships of the Group;
 - 6.4.7. the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - 6.4.8. the appointment and removal of the Directors and senior management;
 - 6.4.9. succession planning for Directors in particular the chairman and the chief executive; and
 - 6.4.10. the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy and to discuss with the Board any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.
- 6.5. to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- 6.5.1. succession planning of Directors;
 - 6.5.2. leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - 6.5.3. changes in market environment and commercial needs of the market in which the Group operates;
 - 6.5.4. the skills and expertise required from members of the Board;
 - 6.5.5. the Board's policy concerning diversity of Board members adopted from time to time;
 - 6.5.6. the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) with regard to directors of a listed issuer;

- 6.5.7. in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at a general meeting under Rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
- 6.5.8. to ensure that on appointment to the Board, the non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service scope and involvement outside meetings of the Board;
- 6.5.9. to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
- 6.5.10. to review the policy on Board diversity, as appropriate, to ensure its effectiveness and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and
- 6.5.11. to report annually on the Board's composition under diversified perspectives, to disclose the Board diversity policy or a summary of the Board diversity policy, including any measurable objectives that the Company has set for implementing the Board diversity policy and progress in achieving those objectives in the corporate governance report contained in the Company's annual report.

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.

Adopted on 17 June 2024

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.