



**中國地熱能產業發展集團有限公司**  
**CHINA GEOTHERMAL INDUSTRY DEVELOPMENT GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8128)

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

### **1. Membership**

- 1.1 The members of Nomination Committee shall be appointed by the board of directors (the “Board”) of the Company and shall be made up of at least three members.
- 1.2 The majority of the members of the Nomination Committee shall be independent non-executive Directors.
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive Director.

### **2. Secretary**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her authorized delegate(s) or any person elected by the members present at the meeting of the Nomination Committee shall attend the meeting of the Nomination Committee and take minutes.

### **3. Meetings**

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective

of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

- 3.3 A meeting of the Nomination Committee shall be held by more than half of the Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members 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 meetings shall be passed by a majority of votes of the Members 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 for their comment and records 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, the Chief Executive Officer, the external advisers and other persons may be invited to 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 Nomination Committee's activities and their responsibilities.

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

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

- 6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity 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 formulate and review (where appropriate) the Company's board diversity policy (the "Diversity Policy") and the measurable objectives for the implementation of the Diversity Policy adopted by the Board from time to time, and review and monitor the progress on achieving these objectives; and to disclose the relevant policy or a summary of the policy in the corporate governance report annually;
- 6.3 to formulate and review (where appropriate) the policy for the nomination of Directors (the "Nomination Policy") and to disclose the summary of the Nomination Policy in the corporate governance report annually; the Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
- 6.4 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. The Committee should give due consideration to the Diversity Policy and Nomination Policy in identifying suitable candidates;
- 6.5 to assess the independence of independent non-executive directors in accordance with the requirements of the GEM Listing Rules;
- 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 officer, having due regard to the Diversity Policy and Nomination Policy; and
- 6.7 Where the Board proposes a resolution to elect an individual as an independent

non-executive Director at a general meeting, the Nomination Committee shall set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons it considers the individual to be independent; (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (c) the perspectives, skills and experience that the individual can bring to the Board; and (d) how the individual contributes to diversity of the Board.

## **7. *Reporting Responsibilities***

7.1 The Nomination Committee shall report to the Board after each meeting.

## **8. *Authority***

8.1 The Nomination Committee is authorised by the Board where necessary to have access to professional advice.

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

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