



# DENOX ENVIRONMENTAL & TECHNOLOGY HOLDINGS LIMITED

## 迪諾斯環保科技控股有限公司

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

**(Stock Code: 1452)**

### **Nomination Committee – Terms of Reference** **(amended and restated on 25 June 2025)**

#### **1. Members**

- 1.1 The nomination committee of Denox Environmental & Technology Holdings Limited (the “**Company**”) (the “**Nomination Committee**”) should be established by the board of directors of the Company (the “**Board**”).
- 1.2 The majority of the Nomination Committee members (“**Members**”) must be independent non-executive directors, with at least one member of a different gender.
- 1.3 The Nomination Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Nomination Committee and appointed by the Board.
- 1.4 The terms of appointment to the Members are determined by the Board on the appointment date.
- 1.5 The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

#### **2. Secretary of Nomination Committee**

- 2.1 The company secretary or any joint company secretary of the Company or his/her delegate shall act as 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 to act as the secretary of the Nomination Committee.

### **3. Meeting**

- 3.1 The Nomination Committee shall meet at least once a year. Any Member can call for a meeting anytime when it is necessary.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all Members. Notwithstanding the notification period, the attendance of the Member at the meeting would be deemed to be treated as the waiver of the required notification requirement. If a follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- 3.3 The quorum necessary for the transaction of business of the Nomination Committee shall be any two Members, one of whom must be an independent non-executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Nomination Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such Member via such communication device).
- 3.5 Resolutions of the Nomination Committee shall be passed by more than half of the Members present at the meeting.
- 3.6 The written resolution passed and signed by all Members is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of Nomination Committee meeting should be kept by a duly appointed secretary of the Nomination Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all Members for their comment and records within a reasonable time after the meeting.
- 3.8 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the meeting.
- 3.9 An agenda and other documents of the meeting should be sent in a timely manner and at least 3 days before the intended date of a meeting (or other period agreed by the Nomination Committee).

#### **4. Meeting attendance**

- 4.1 Upon the invitation from the Nomination Committee, the chairman or chairlady of the Board (if he/she is not a committee member) and/or the general manager or chief executive officer, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the Members can vote in the meeting.

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

- 5.1 The chairman or chairlady of Nomination Committee or (if absent) the other Member (who must be an independent non- executive director) should attend the annual general meeting of the Company and handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

#### **6. Duties and Powers**

The Nomination Committee shall have the following duties and powers:

- 6.1 review the structure, size and composition (including the gender, age, cultural and educational backgrounds, skills, professional qualifications, knowledge, experience and diversity of perspectives) 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;
- 6.2 determine and disclose in the annual report of the Company the policy for the nomination of directors, which includes the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidates for directorship during the year;
- 6.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships with due regard for the benefits of diversity on the Board;
- 6.4 assess the independence of independent non-executive directors of the Company;
- 6.5 support the Company's regular evaluation of the Board's performance;
- 6.6 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman or chairlady of the Board and the chief executive;

- 6.7 review the implementation and effectiveness of the policy on Board diversity (the “**Board Diversity Policy**”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of a summary of the Board Diversity Policy in the Corporate Governance Report of the Company annually;
- 6.8 implement, review and disclose the policy for nomination of directors (the “**Nomination Policy**”), as appropriate, in the Corporate Governance Report of the Company annually. The Nomination Policy shall set out, inter alia, the nomination procedures and the process and criteria to select and recommend candidates for directorship; and
- 6.9 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 and/or explanatory statement accompanying the notice of the relevant general meeting:
1. the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
  2. the perspectives, skills and experience that the individual can bring to the board; and
  3. how the individual contributes to diversity of the board.

## **7. Reporting**

- 7.1 The Nomination Committee shall report to the Board on a regular basis and after each of its meetings.

## **8. Authorisation**

- 8.1 The Nomination Committee is authorised by the Board to request from employees of the Company to provide any information within the scope of its duties.
- 8.2 The Nomination Committee should have access to independent professional advice at the Company’s expense, and to secure the independent party possessing the relevant experience, profession and knowledge to attend the meeting if necessary, to perform its responsibilities as a member of the Nomination Committee.

Remark: The independent professional advice can be sought via the chief financial officer or the company secretary or a joint company secretary.

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

## **9. Powers of the Board**

- 9.1 The Board may, subject to compliance with the articles of the Company and the Listing Rules (including Appendix C1 (Corporate Governance Code) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

## **10. Language**

- 10.1 If there is any inconsistency between the English and Chinese versions of these terms of reference of the Nomination Committee, the Chinese version shall prevail.