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CHINA AIRCRAFT LEASING GROUP HOLDINGS LIMITED

中國飛機租賃集團控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 1848)

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

CHINA AIRCRAFT LEASING GROUP HOLDINGS LIMITED
(the “Company”)

(Adopted by the Company pursuant to the board resolution passed on 11 September 2013 and amended on 27 June 2023 and 8 July 2025, respectively)

**Terms of reference of the nomination committee (the “Nomination Committee”)
of the board of directors (the “Board”) of the Company
(which together with its subsidiaries, the “Group”)**

1. Constitution

The Nomination Committee is established pursuant to a resolution passed by the Board at a meeting held on 11 September 2013.

2. Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of whom should be independent non-executive directors, with at least one member of a different gender.
- 2.2 The Board shall appoint the chairman of the Nomination Committee who should be either the chairman of the Board or an independent non-executive director and in his/her absence, members present may elect any member to chair a meeting of the Nomination Committee.
- 2.3 The Company Secretary or his/her delegate or such other person appointed by the chairman of the Nomination Committee shall be the secretary of the Nomination Committee (the “Secretary”).
- 2.4 The appointment of the members may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

3. Proceedings of the Nomination Committee

3.1 **Notice:**

- (a) Unless otherwise agreed by all Nomination Committee members, a regular meeting of the Nomination Committee shall be convened by the chairman of the Nomination Committee with at least fourteen (14) days' notice ("**Regular Meeting**"). Should an urgent meeting be required at short notice, such meeting may be held by means of a teleconference or by the circulation of a proposed resolution to all members.
- (b) A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the Secretary may, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by facsimile transmission or other electronic communication mode at the telephone number or facsimile number or address from time to time notified to the Secretary by such member of the Nomination Committee or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (c) 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 of the Nomination Committee for the purposes of the meeting. Supporting documents shall be sent to the members of the Nomination Committee and other attendees at least three (3) days in advance of the meeting (or other agreed period).

3.2 **Quorum:** The quorum of the Nomination Committee meeting shall be two members of the Nomination Committee, a majority of the members present should be independent non-executive directors of the Company.

3.3 **Attendance:** Only members of the Nomination Committee have the right to attend the meeting. Other executives of the Group may be invited by the Nomination Committee to attend all or part of any meeting, as and when appropriate but shall not be counted in the quorum of the relevant meetings.

- 3.4 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the members present. In the case of equality of votes, the chairman of the Nomination Committee shall have a second or casting vote.
- 3.5 The Nomination Committee shall meet at least once a year and at such other times as the Nomination Committee shall require.

4. Alternate members

A member of the Nomination Committee may not appoint any alternate.

5. Authority

The Nomination Committee may exercise the following powers:

- (a) to obtain sufficient resources to perform its duties including access to outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Nomination Committee considers this necessary at the Company's expense;
- (b) to determine and maintain the policy for the nomination of directors of the Company for the Board's consideration;
- (c) to delegate its authority and duties to sub-committees, or individual members, as it deems appropriate and seek any information it requires from any employee and all employees are required to co-operate with any request made by the Nomination Committee; and
- (d) to do any such things to enable the Nomination Committee to discharge its authority and duties conferred on it by the Board.

6. Duties

The duties of the Nomination Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) 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;

- (b) 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;
- (c) to assess the independence of independent non-executive directors of the Company, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including but not limited to Rule 3.13 of the Listing Rules and paragraph B.2.3 of part 2 of the Corporate Governance Code in Appendix C1 to the Listing Rules);
- (d) 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;
- (e) to review and assess each Director’s time commitment and contribution to the Board as well as the Director’s ability to discharge his/her responsibilities effectively, taking into account the factors as required by the Listing Rules;
- (f) to support the Company’s regular evaluation of the Board’s performance;
- (g) to develop and maintain a policy for the nomination of Board members which includes the nomination criteria, procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates to the Board for directorship and/or the role of Chief Executive Officer during the year, and to review periodically and disclose in the Company’s corporate governance report the policy and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair;
- (h) to develop, maintain and update a policy concerning diversity of Board members (the “**Board Diversity Policy**”) having due regard to the requirements of the Listing Rules and to review the implementation and effectiveness on such policy at least on an annual basis, as well as any measurable objectives for implementing such Board Diversity Policy and disclose the policy on diversity or a summary of the policy in the Company’s corporate governance report; and
- (i) other requirements on the duties and authorities of the Nomination Committee according to the Listing Rules, as amended from time to time.

7. Minutes of meetings

- 7.1 Full minutes of the meetings of the Nomination Committee should be kept by the Secretary and shall be available for inspection by any members of the Committee or the Board at any reasonable time on reasonable notice. Draft and final versions of minutes of the meeting of the Nomination Committee or, as the case may be, written resolutions should be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meeting is held.
- 7.2 Minutes of the Nomination Committee should record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by any member or dissenting views expressed.

8. Reporting procedures

- 8.1 The chairman of the Nomination Committee shall report at the forthcoming regular Board meeting any key decisions made within the Nomination Committee's duties and responsibilities and shall table before the Board a list of minutes of committee meetings and/or a summary of issues for discussion.
- 8.2 The Nomination Committee shall make any recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The chairman of the Nomination Committee, or in the absence of the chairman of the Nomination Committee, a member, or failing this his/her duly appointed delegate, shall attend the annual general meeting of the Company and make himself/herself available to respond to any questions from the shareholders of the Company on the Nomination Committee's activities and responsibilities.

9. Continuing applications of the constitutional documents of the Company

The constitutional documents of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Nomination Committee.

10. Powers of the Board

The Board may, subject to compliance with the constitutional documents of the Company and the Listing Rules, amend, supplement and revoke these terms of reference provided that no amendments to and revocation of these terms of reference shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference had not been amended or revoked.

11. Supplementary Provision

For any matters not covered in these terms of reference, the relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the constitutional documents of the Company shall apply. If the relevant provisions of these terms contravene with the laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority and the constitutional documents of the Company as enacted or amended in the future, such relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised constitutional documents of the Company shall prevail.