



CK Infrastructure Holdings Limited

長江基建集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1038)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Below are the Terms of Reference of the Nomination Committee of the Company (the “Nomination Committee”) established on 1 January 2019 pursuant to the resolutions of the board (the “Board”) of directors (the “Directors”) of the Company dated as of 31 December 2018.

1. Membership

- 1.1 The Nomination Committee shall comprise all Directors of the Company.
- 1.2 The Chairman of the Nomination Committee shall be the Chairman of the Board.
- 1.3 The Nomination Committee shall, on an ad hoc basis, establish a sub-committee (the “Sub-Committee”) with members from the Nomination Committee who possess the relevant expertise as it considers appropriate, when the need to select, nominate or re-elect Directors arises, having regard to the expertise and skill set required for Directors to be appointed, replaced or re-elected.
- 1.4 The Chairman of the Sub-Committee shall be the Chairman of the Board and the membership of the Sub-Committee shall be compliant with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) for a Nomination Committee.
- 1.5 A Sub-Committee will be dissolved after the purpose for which it is established is achieved or discontinued.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee and any Sub-Committee.
- 2.2 The Nomination Committee or Sub-Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee or Sub-Committee.

3. Meetings

- 3.1 The Nomination Committee shall meet at least once a year. A Sub-Committee shall meet as often as it sees fit.

- 3.2 Notice of any Nomination Committee or Sub-Committee meetings has to be given at least 14 days prior to any such meeting being held, unless all members of the Nomination Committee or the relevant Sub-Committee 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 The quorum of the Nomination Committee and Sub-Committee shall be any two 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 or Sub-Committee at any meeting shall be passed by at least a majority of votes of the members present, including the Chairman of the relevant committee.
- 3.6 A resolution in writing signed by at least a majority of the members of the Nomination Committee or Sub-Committee (including the Chairman of the relevant committee) shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee or Sub-Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee or Sub-Committee. Draft and final versions of minutes shall be circulated to all members for their comment and records respectively, in both cases 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 or Sub-Committee, the Group Managing Director, external advisers and other persons may be invited to attend all or part of any meetings.
- 4.2 Only members of the Nomination Committee or Sub-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 activities of the Nomination Committee 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, diversity profile and skills matrix of the Board and the needs of the Board and make recommendations on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;

- 6.2 to facilitate the Board in the conduct of the selection and nomination process, including to identify suitable director candidates for consideration by the Board;
- 6.3 to assess the independence of independent non-executive Directors having regard to the criteria under the Listing Rules; and
- 6.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

7. Reporting Responsibilities

- 7.1 The Nomination Committee or relevant Sub-Committee shall provide updated information and status of progress to the Board as and when appropriate.

8. Authority

- 8.1 The Nomination Committee and relevant Sub-Committee are authorised by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 8.2 The Nomination Committee and relevant Sub-Committee are authorised by the Board where necessary to have access to independent professional advice.

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

- 8.3 The Nomination Committee and relevant Sub-Committee shall be provided with sufficient resources to perform their duties.

9. Publication of the Terms of Reference

- 9.1 The terms of reference are posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

Remark: "senior management" refers to the same persons referred to in the Company's annual report and required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.