



烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock code : 02218)

Terms of Reference of Nomination Committee

(Passed on the Board of Directors' meeting dated 29 March 2012)

(Revised on the Board of Directors' meeting dated 19 March 2014, 30 August 2017, 22 March 2019 and 6 March 2024)

1. Composition of the Nomination Committee

- 1.1. The Nomination Committee is a special committee set up under the board of directors of the Company (the "Board"); it shall be nominated by chairman, more than half of independent non-executive directors or more than one-third of directors, elected by the Board and approved by a majority members of the Board. Where a resolution to re-elect a member is passed, the newly elected member shall assume office immediately after the conclusion of the meeting of the Board;
- 1.2. The Nomination Committee shall be comprised of three directors, of which the majority shall be independent non-executive directors;
- 1.3. The Nomination Committee shall have one chairman, to be acted by an independent non-executive director upon election, to lead the work of the Nomination Committee and convene the meetings of the Nomination Committee; and a vice chairman may be appointed if necessary to convene the meetings of the Nomination Committee in the absence of the chairman;
- 1.4. The Nomination Committee shall have a term of office consistent with that of the directors. Upon expiry of their term, members may be re-elected. During which if members no longer act as directors of the Company, they shall automatically lose their office as members;
- 1.5. A member of the committee may tender resignation to the Board before expiry of his/her term of office, in which case the resignation letter shall include necessary statements on the reason of resignation and any matters that need to be brought to the attention of the Board;
- 1.6. Members of the committee are subject to adjustments during their terms, if so proposed by the chairman of the Company and considered and passed by the Board;
- 1.7. In the event that the number of members of the committee falls below the quorum hereunder, the vacancy shall be filled up in accordance with this terms of reference;
- 1.8. If the Board of Directors intends to submit a resolution to nominate independent non-executive directors at the shareholders' meeting, the Nomination Committee shall review the qualifications of the nominated person and form a clear review opinion. The Nomination Committee shall specify the following information in the circulars to shareholders and/or explanatory letter attached to the notice of the shareholders' meeting:

- (a) the steps for choosing the candidate, the reason for choosing the candidate by the Board and the reason why the Board believes the candidate is independent;
- (b) The candidate's occupation, education level, professional title, detailed work experience, all part-time jobs, and any major dishonesty records, whether they meet the independence and other conditions for serving as an independent director;
- (c) the viewpoint, standpoint, skills and experience that the candidate can contribute to the Board; and
- (d) how the candidate can make the Board members diversified.

2. The Terms of Reference of the Nomination Committee

- 2.1. The Nomination Committee of the Board of Directors is responsible for formulating the criteria and procedures for selection of directors and senior managers, selecting and reviewing the candidates for directors and senior managers and their qualifications, and making recommendations to the Board of Directors on the following matters:
 - 2.1.1 Nomination or appointment and removal of directors;
 - 2.1.2 Appointment or dismissal of senior managers;
 - 2.1.3 Other matters as stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and Articles of Association.
- 2.2. Review the structure, number of members, and composition of the Board of Directors (including skills, knowledge and experience) at least once a year, and make recommendations on any changes proposed to the Board of Directors to align with the Company's strategy;
- 2.3. To report to the Board the composition of the Board members and monitor the implementation of the policy on board diversity;
- 2.4. To make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives;
- 2.5. To identify individuals suitably qualified to become the directors, the president, the vice president, the officer in charge of finance, the general counsel, the chief economic manager, the president assistant and the secretary to the Board, and give the selection opinion and appointment suggestions; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, race, professional experience, skills, knowledge and service term. Regarding profession experience, there must be Board members with professional qualification in accounting or finance, law, investment banking and with experience in the same industry of the Company;

- 2.6. To assess the independence of the independent non-executive directors in accordance with the Listing Rules;
 - 2.7. To make recommendations to the Board on the appointment or re-appointment of the directors and succession planning for the directors, in particular the chairman and the president, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate;
 - 2.8. To study the selection criteria, procedures and methods of the directors, president and other senior management personnel, and make recommendations to the Board;
 - 2.9. To search in various means for candidate with appropriate qualification to act as director, select and nominate the relevant candidate to act as director or state relevant opinion to the Board for such nomination;
 - 2.10. To review the qualification of the candidate for director and give selection opinion and appointment suggestion.
 - 2.11. To perform other functions and powers conferred to the Nomination Committee or the matters assigned by the Board, and to answer the questions at the annual general meeting by the chairman of the Nomination Committee, or by another member of the Nomination Committee or the authorized representative in the absence of the chairman of the Nomination Committee, upon the invitation of the chairman of the Board;
 - 2.12. Other requirements in respect of the working scope of the Nomination Committee governed by the listing rules where the shares of other Companies are listed as amended from time to time.
3. Meetings of the Nomination Committee
- 3.1. The Nomination Committee shall convene meetings according to the need of performing the above-mentioned duties to discuss and determine relevant items;
 - 3.2. The meetings of the Nomination Committee shall include regular meeting and interim meeting, and the regular meeting shall be convened at least once a year, which shall be informed to all members 7 days before the meeting in writing;
 - 3.3. The interim meeting shall be convened within 7 days and notified to all members 3 days before the meeting under any of the following circumstances: (1) The Board thinks necessary; (2) The chairman of the Nomination Committee thinks necessary; and (3) Over one third of members of the Nomination Committee put forward a proposal;
 - 3.4. The meeting notice and affairs of the Nomination Committee shall be arranged by the Board Secretary. The meeting notice shall include such information as time, place, period, agenda, topics and sending time;
 - 3.5. The members of the Nomination Committee shall timely confirm and reply relevant messages (including but not limited to, whether to attend the meeting, agenda, etc.) after receiving the meeting notice in appropriate manners;

- 3.6. The meeting of the Nomination Committee shall be attended by all members, and the resolutions proposed at the meeting shall be passed by at least half of the total attendances;
- 3.7. If necessary, the Nomination Committee may invite the directors, supervisors and other senior management personnel of the Company to attend the meetings;
- 3.8. The members of the Nomination Committee shall attend the meeting personally (including present in person at the meeting or by teleconference). The one who cannot attend the meeting personally may submit a signed letter of authorization to entrust other members of the Nomination Committee to attend the meeting and exercise relevant authorities on behalf of that member. The letter of authorization shall include such information as the name of the consignor, name of the consignee, scope of authorization, authorized permission and period of authorization;
- 3.9. If any member of the Nomination Committee is absent from the meeting for three times successively without due cause, it will be deemed as failure to perform the duties of a member of the Nomination Committee. The Board may adjust the members of the Nomination Committee according to relevant provisions in this terms of reference;
- 3.10. Every member of the Nomination Committee has one voting power;
- 3.11. The regular meetings of the Nomination Committee shall be held onsite, and the voting can be performed by raising hands or ballot; while the interim meetings can be held by teleconference or examining written materials respectively;
- 3.12. The Nomination Committee shall keep meeting minutes, on which the members present at the meeting shall sign. Draft and final versions of minutes of the meeting should be delivered to all members of the Nomination Committee for their comments and records respectively, in both cases within a reasonable time after the meeting. The complete meeting minutes shall be kept by the Board Secretary;
- 3.13. The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so;
- 3.14. The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities;
- 3.15. The Nomination Committee shall 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 the website of the stock exchange where the shares of the Company are listed in accordance with relevant requirements of the listing rules of the place where the shares of the Company are listed.

4. Supplementary Provisions

- 4.1. This terms of reference shall come into effect on the date of approval by the Board;
- 4.2. The terms of reference are subject to the interpretation, formulation and amendment by the Board; and
- 4.3. Any matters not covered by these provisions shall be implemented in accordance with relevant laws and regulations of the PRC, listing rules of the place where the shares of the Company are listed and the Company's Articles of Association. Where there is a conflict between the rules and future laws and regulations to be promulgated by the PRC, listing rules of the place where the shares of the Company are listed or the Company's Articles of Association as amended in accordance with legitimate procedures, these provisions shall be implemented in accordance with relevant laws and regulations of the PRC. listing rules of the place where the shares of the Company are listed and the Company's Articles of Association and corresponding amendments to these provisions must be submitted to the Board for consideration and approval in a timely manner. If there is any inconformity among the listing rules of different listing places, the strictest shall prevail.

The original version of the Terms of Reference of the Nomination Committee ("Rules") is in Chinese, and the English version of the Rules is the translation from the Chinese original. Should there be any discrepancy between the Chinese and English version of the Rules, the Chinese version shall prevail.

*For identification purpose only