China Beidahuang Industry Group Holdings Limited
中國北大荒產業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00039)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Membership

1. The Nomination Committee (the "**Committee**") shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors, including at least one member of a different gender. A quorum shall be two members.

2. The chair of the Committee shall be appointed by the Board and should be the Chairman of the Board or an Independent Non-Executive Director.

Attendance at meetings

3. The Chairman of the Committee shall normally attend meetings.

4. The Company Secretary shall be the secretary of the Committee.

Frequency of meeting

5. Meetings shall be held at least once a year.

Authority

6. The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.

7. The Committee is and may, from time to time, seek advice from independent professionals, at the Company's expense, to perform its duties and responsibilities.

8. The Committee should be provided with sufficient resources to perform its duties.

Duties

9. The duties of the Committee shall be:

   (a) 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) 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) assess the independence of Independent Non-Executive Directors, having regard to the requirements under the Listing Rules;

   (d) 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;

(e) review and implement the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;

(f) review and implement the Nomination Policy, as appropriate. This includes the nomination procedures and criteria to select and recommend candidates for directorship set out in the Nomination Policy; and

(g) to support the Company's regular evaluation of the Board's performance including, among others, assessment of each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively.

Procedures

10. The chair, in consultation with the person responsible for Human Resources and the secretary of the Committee, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The chair, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Committee meeting. The chair shall, with the assistance of the person responsible for Human Resources, brief all members on issues arising at each Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The chair shall report in the forthcoming Regular Board Meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.

11. The secretary of the Committee shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.

30 June 2025