QINGDAO HOLDINGS INTERNATIONAL LIMITED
青島控股國際有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 00499)
(the **"Company")**

Terms of reference for the Nomination Committee
(revised and adopted on 27 August 2025)

Definitions

For the purposes of these terms of reference (the ***Terms***):

Board means the board of Directors of the Company.

Company Secretary means the company secretary of the Company.

Directors means the members of the Board.

Nomination Committee means the Nomination Committee established by the resolution of the Board in accordance with these Terms.

Constitution

The Board has resolved to establish a committee of the Board to be known as the Nomination Committee.

Membership

The members of the Nomination Committee shall be from time to time appointed by the Board and a majority of whom shall be independent non-executive Directors. A quorum for meetings of the Nomination Committee shall be two members. The Chairman of the Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director. The Nomination Committee shall consist of at least one Director of a different gender.

Attendance at meetings

Only members of the Nomination Committee have the right to attend meetings of the Nomination Committee. Other Director(s) (who is not a member of the Nomination Committee) and executive(s) of the Company may be invited to attend all or part of any meeting, as and when appropriate.

* *For identification purpose only*

The Board shall appoint the Chairman of the Nomination Committee who shall chair all meetings of the Nomination Committee. In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one of the members to chair the meeting.

The Company Secretary or his/her designate shall be the secretary of the Nomination Committee.

Frequency and conduct of meetings

The Nomination Committee shall meet as and when necessary or as requested by any member of the Nomination Committee.

Notice of any meetings of the Nomination Committee has to be given at least 14 days prior to any such meeting being held, unless all members unanimously waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the members. A member who attends such a meeting shall deem to agree to the shorter notice.

Accompanying board committee papers should be sent in full to all members of the Nomination Committee in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members)

Authority

The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee.

Duties

The duties of the Nomination Committee shall include:

(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;

(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;

(e) to support the Company's regular evaluation of the Board's performance;

(f) 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

(g) to 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; and

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

Reporting procedures

Minutes of the Nomination Committee's meetings shall be kept by a duly appointed officer of the Company or the secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

Without prejudice to the generality of the duties of the Nomination Committee set out in these Terms, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Terms available

The Nomination Committee shall make available these Terms on request and by inclusion on the Company's website, thereby explaining its role and the authority delegated to it by the Board.

(If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.)