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Ko Yo Chemical (Group) Limited

玖 源 化 工 (集 團) 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 827)

Nomination Committee – Terms of Reference

(As amended and adopted by the Board on 29 August 2025)

1. Membership

1.1 The Nomination Committee (the "Nomination Committee") shall be appointed by the board (the Board") of directors (the "Directors") of Ko Yo Chemical (Group) Limited (the "Company") and must consist of a minimum of three members (the "Members"). The majority of the Members should be independent non-executive Directors (the "INEDs").

1.2 The Chairman of the Nomination Committee shall be appointed by the Board and must be an INED.

1.3 Members of the Nomination Committee shall include at least one director of a different gender.

2. Meeting

2.1 The company secretary of the Company shall act as the secretary (the "Secretary") of the Nomination Committee.

2.2 The Nomination Committee shall meet at least once every year.

2.3 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members 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.

2.4 The quorum of the Nomination Committee shall be not less than half number of the Members and one of them must be INED.

2.5 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.

2.6 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

2.7 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

2.8 Minutes shall be kept by the secretary of the Nomination 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.

2.9 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive, external consultant and other Board members may attend all or any of the meetings.

2.10 Only the Nomination Committee members shall have the voting powers.

3. Duties, powers and functions

The Nomination Committee shall have the following duties, powers and functions:

3.1 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;

3.2 identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

3.3 assess the independence of independent non-executive directors;

3.4 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;

3.5 to 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. The Nomination Committee should ensure the selection process is transparent and fair, and it considers a broad range of candidates who are outside the Board's circle of contacts;

3.6 to review the policy on Board diversity (the ‘‘Board Diversity Policy’’) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;

3.7 to support the Company’s regular evaluation of the Board’s performance;

3.8 to assess each Director’s time commitment and contribution to the Board, as well as the Director’s ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on The Stock Exchange of Hong Kong Limited and other significant external time commitments of such Director and other factors or circumstances relevant to the Director’s character, integrity, independence and experience; and

3.9 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time.

4. Availability of Term of Reference

4.1 The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

By Order of the Board
Ko Yo Chemical (Group) Limited
Chairman
Tang Guoqiang

Hong Kong, 29 August 2025

As at the date of this announcement, the Board comprises four executive directors, being Mr. Tang Guoqiang, Mr. Shi Jianmin, Mr. Zhang Weihua and Mr. Fan Chao, and three independent non-executive directors being, Mr. Xu Congcai, Mr. Le Yiren and Ms. Lu Yi.