Integrated Waste Solutions Group Holdings Limited

綜合環保集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 923)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(As adopted by the Board on 11 March 2010,
and amended on 26 March 2012, 29 June 2023 and 5 September 2025)

The Nomination Committee

The board of directors (the "**Board**") of **Integrated Waste Solutions Group Holdings Limited** (the "**Company**") has established a committee of the Board known as the nomination committee (the "**Nomination Committee**"), a summary of its constitution and particular duties are set out below:–

1. Membership

1.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and should comprise a minimum of three members (the "**Members**"), the majority of which shall be independent non-executive directors of the Company.

1.2 The chairman of the Nomination Committee (the "**Chairman**") shall be appointed by the Board. The Chairman must be the chairman of the Board or an independent non-executive director of the Company.

1.3 The term of appointment of each Member shall be determined by the Board upon appointment.

1.4 At least one member of the Nomination Committee should be of a different gender.

2. Secretary

2.1 The company secretary of the Company shall be the secretary of the Nomination Committee.

2.2 The Nomination Committee may from time to time appoint another secretary with appropriate qualification and experience.

3. Attendance at meetings

3.1 The Nomination Committee shall meet at least once a year.

3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each Member, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required.

3.3 The quorum of the meetings of the Nomination Committee shall be two Members, one of them should be an independent non-executive director of the Company.

3.4 The Members may attend meetings either in person, by telephone or through electronic facilities or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

3.5 Resolutions of the Nomination Committee shall be passed with a majority of votes.

3.6 Resolution(s) signed by all Members will be treated valid as if it is passed in the meeting held by the Nomination Committee. A notification of consent to such resolution(s) given by a Member in writing to the Chairman by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution(s) in writing for the purpose of this paragraph; and a certificate in writing signed by a Member or the company secretary of the Company on such notification of consent shall be conclusive evidence thereof.

3.7 Full minutes of the meetings of the Nomination Committee shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any Member and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of the meetings of the Nomination Committee shall be sent to all Members for their comments and records within a reasonable time after the meeting. Once

they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4. Attendance of meetings

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

4.2 Only the Members shall have the voting powers.

5. Annual general meetings

5.1 The Chairman shall endeavour to attend the annual general meetings of the Company and be prepared to respond to any questions raised by the shareholders of the Company (the "**Shareholders**") on the Nomination Committee's activities. If the Chairman is unable to attend, a Member (who must be an independent non-executive director of the Company) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any questions raised by the Shareholders on the Nomination Committee's activities.

6. Duties and responsibilities

The duties of the Nomination Committee shall include, but shall not be limited to the following:

6.1 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 skill matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

6.2 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.

6.3 to assess the independence of independent non-executive Directors.

6.4 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 officer of the Company.

6.5 to support the Company's regular evaluation of the Board's performance.

7. Reporting responsibilities

7.1 After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.

8. Authority

8.1 The Nomination Committee is authorized by the Board when necessary to seek any remuneration information it requires from senior management* of the Company to order to discharge its duties.

8.2 The Nomination Committee is authorized by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary of the Company.

8.3 The Nomination Committee shall have access to sufficient resources in order to perform its duties.

** "Senior management" refers to the same category of persons as referred to in the Company's annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the directors of the Company, is appropriate.*