China Ecotourism Group Limited
中國生態旅遊集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1371)
(the "Company")

(Amended and passed by the board of director of the Company
on 29 September 2025)

Nomination Committee – Terms of reference

1. Constitution, membership and attendance

1.1 The Nomination Committee is constituted pursuant to bye-law 124 of the Bye-Laws of the Company.

1.2 The members of the Nomination Committee shall be appointed by the board of Directors of the Company (the "Board") from amongst the Directors of the Company, majority of whom must be Independent Non-Executive Directors. The Nomination Committee shall have at least one member of a different gender.

1.3 The chairperson of the Nomination Committee (the "Chairperson"), who shall be an either Board's Chairperson or Independent Non-Executive Director, shall be appointed by the Board amongst the members of the Nomination Committee. In the absence of the Chairperson from any meeting, the remaining members of the Nomination Committee present shall elect one of their members to be the chairperson of the meeting.

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

1.5 Only members of the Nomination Committee have the right to attend Committee meetings. Other individuals, such as any Directors of the Company and the officers of the personnel department of the Company, may be invited to attend such meetings as and when appropriate.

2. Quorum of meetings

The quorum necessary for the transaction of business shall be two members.

3. Frequency of meetings

Meetings of the Nomination Committee shall be held not less than once a year and at such other times as the Chairperson or any other member of the Nomination Committee shall require. The Chairperson of the Company may request a meeting if he reasonably considers that one is necessary.

4. Notice of meetings

4.1 Meetings of the Nomination Committee may be convened by the Secretary at the request of any member thereof, or by any member of the Nomination Committee, with notice given within a reasonable time as far as practicable.

4. 2 Notice may be given in writing or by telephone or in such other manner as the Nomination Committee may from time to time determine. Any member of the Nomination Committee may waive notice of any meeting either prospectively or retrospectively.

5. Proceedings of meetings

5.1 The members of the Nomination Committee may participate in any meeting of the Nomination Committee by means of a telephone conference or other forms of communications through which all persons participating in the meeting can communicate with each other and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participants were present in person.

5.2 Every matter shall be determined by a majority of votes of the members of the Nomination Committee present at the meeting. Each member shall have one vote on the question arising at any meeting, provided that no member shall vote on any matter which would constitute a conflict of interest.

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

5.4 All meetings and proceedings of the Nomination Committee shall be governed by the provisions of the Bye-Laws of the Company regulating proceedings of meetings of the Board unless otherwise provided herein.

6. Minutes of meetings

6.1 The Secretary shall keep full records of all resolutions passed at all meetings of or by the Nomination Committee.

6.2 Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records within a reasonable time after the meeting.

7. Annual General Meetings

The Chairperson should, as far as practicable, attend the annual general meetings of the Company to respond to any shareholder's question on the activities of the Nomination Committee.

8. Duties, powers and functions

8.1 The duties of the Nomination Committee shall be:

(i) review the structure, size and composition (including but not limited to the gender, age, skills, cultural background, knowledge and professional 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;

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

(iii) assess the independence of independent non-executive directors;

(iv) 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;

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

(vi) assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively; and

(vii) other matters authorised by the Board.

8.2 The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

9. Availability of this Terms of Reference

The Nomination Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.

Note: If there is any inconsistency between the English and Chinese translation of this document, the English version shall prevail.