OCI International Holdings Limited
東建國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(the "Company")

NOMINATION COMMITTEE — TERMS OF REFERENCE

Latest Revision Date: 5 December 2025
Previous Revision Date: 30 December 2022

1. Membership

1.1 Members of the Nomination Committee shall be appointed by the board of directors of the Company (the "**Board**").

1.2 The majority of the members (the "**Member(s)**") of the Nomination Committee shall be independent non-executive directors of the Company ("**INED(s)**"). At least one Member of a different gender to the Nomination Committee should be appointed.

1.3 The Chairman of the Nomination Committee shall be the chairman of the Board or an INED appointed by the Board.

2. Secretary

2.1 The Company Secretary of the Company shall be the secretary of the Nomination Committee (the "**Secretary**").

2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

3. Meetings

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

3.2 Notice of any meetings has to be given at least 7 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.

3.3 The quorum of the Nomination Committee shall be two.

3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a telephone or any similar communication equipment or through electronic means of communication where all persons participating in the meeting are capable of hearing each other.

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

3.6 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.

3.7 Minutes of a meeting shall be kept by the Secretary. 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 inspection at any reasonable time on reasonable notice by any director.

4. Attendance at Meetings

4.1 At the invitation of the Nomination Committee, the members of the Board, external advisers and other persons may be invited to attend all or part of any meeting.

4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

5. Annual General Meetings

The Chairman of the Nomination Committee or in his/her absence, another Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

6. Responsibility, Powers and Discretion

The Nomination Committee shall have the following responsibilities, powers and discretion:

6.1 to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, experience and diversity of perspectives) 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;

6.2 to establish a nomination policy (the "**Nomination Policy**") to identify potential directors by developing a list of desirable skills, perspectives and experience so that the selection process of a new director can be transparent and fair;

6.3 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, having due regards to the Nomination Policy and board diversity policy (the "**Board Diversity Policy**");

6.4 to assess the independence of INEDs;

6.5 to 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 of the Company, having due regard to the Nomination Policy and the Board Diversity Policy;

6.6 to review the Nomination Policy and the Board Diversity Policy, including the measurable objectives that it has set for implementing such policies, and progress on achieving those objectives on a regular basis, and make recommendations to the Board for consideration and approval as appropriate;

6.7 to monitor and review the implementation and effectiveness of the Nomination Policy and the Board Diversity Policy on an annual basis and report in the Company's corporate governance report annually;

6.8 to establish mechanism(s) to ensure independent views and input are available to the Board and disclose such mechanism(s) in its corporate governance report, and to review the implementation and effectiveness of such mechanism(s) on an annual basis;

6.9 to support the Company's regular evaluation of the Board's performance;

6.10 Where the Board proposes a resolution to elect an individual as an INED at a general meeting, the Nomination Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

1. The process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

2. If the proposed INED will be holding the seventh (or more) directorship of an issuer listed on the Main Board or GEM, why the Board believes the individual would still be able to devote sufficient time to the Board;

3. The perspectives, skills and experience that the individual can bring to the Board; and

4. How the individual contributes to diversity of the Board; and

6.11 To review and assess regularly each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities.

7. Reporting Responsibilities

7.1 The Nomination Committee shall report to the Board when appropriate.

7.2 The Nomination Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such a restriction on disclosure due to regulatory requirements).

8. Authority

8.1 The Nomination Committee is authorised by the Board where necessary, at the Company's expenses, to have access to independent professional advice.

Note: Arrangement to seek independent professional advice could be made through the Secretary.

8.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

The Terms of Reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited. A copy of the Terms of Reference will be made available to any person without charge upon request.