ASIAN CITRUS HOLDINGS LIMITED

亞洲果業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 73)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Below are the Terms of Reference of the Nomination Committee (the "**Nomination Committee**") of Asian Citrus Holdings Limited (the "**Company**") established on 29 March 2022 pursuant to resolutions of the board (the "**Board**") of directors (the "**Directors**") of the Company in compliance with the provisions of the Corporate Governance Code as contained in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

1. Membership

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

1.2 The Nomination Committee shall comprise not less than three Members to be appointed by the Board, the majority of whom should be independent non-executive directors of the Company ("**INEDs**"), and shall comprise at least one director of a different gender.

1.3 The Board shall appoint the chairman of the Nomination Committee who should be the chairman of the Board or one of the INEDs sitting on the Nomination Committee. In the absence of the chairman of the Nomination Committee or an appointed deputy, the remaining Members present shall elect one of the remaining INEDs to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the Nomination Committee when it is dealing with the succession of chairmanship.

1.4 Only Members have the right to attend the Nomination Committee meetings. However, any Director, executive or other person may be invited to attend the meetings when the Nomination Committee considers that their attendance can assist it to discharge its duties.

2. Secretary

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

2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experiences as the secretary of the Nomination Committee.

3. Frequency and Proceedings of Meetings

3.1 The Nomination Committee shall meet as and when necessary or as requested by any member of the Nomination Committee. The Nomination Committee shall meet at least once a year.

3.2 The quorum for meetings of the Nomination Committee shall be any two Members. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Nomination Committee.

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

3.4 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.

3.5 Members may pass resolutions by way of written resolutions, but such must be passed by all Members in writing.

3.6 The meetings and proceedings of the Nomination Committee are governed by the provisions of the Bye-laws of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

4. Attendance at Meetings

4.1 At the invitation of the Nomination Committee, Directors, executives and other persons (including external advisers) may attend all or part of any meetings.

4.2 Only Members are entitled to vote at the meetings.

5. Notice of Meetings

5.1 Meetings of the Nomination Committee shall be convened by the chairman of the Nomination Committee.

5.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the Members and any other person required to attend within reasonable time before the intended meeting date.

5.3 Any Member may or, on the request of a Member, the secretary to the Nomination Committee shall, at any time summon a Nomination Committee meeting. Notice shall be given to each Member in person orally or in writing or by telephone or by email or by facsimile transmission or in such other manner as the Members may from time to time determine.

5.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

6. Minutes of the Meetings

6.1 Minutes of the Nomination Committee meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Members for their comments and records within a reasonable time after the meeting and unless there is a conflict of interest, to all other members of the Board.

6.2 The secretary of the Nomination Committee shall keep the minutes and resolutions passed at the Nomination Committee meetings and such minutes and resolutions shall be open for inspection at any reasonable time on prior reasonable notice by any Director save when there is a conflict of interest.

7. Annual General Meeting

7.1 The chairman of the Nomination Committee shall attend (or in his/her absence, appoint another member of the Nomination Committee or failing this his/her duly appointed delegate, to attend) the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities and responsibilities of the Nomination Committee.

8. Responsibility and Duties of the Nomination Committee

8.1 The Nomination Committee shall perform the following duties:-

(a) review the structure, size and composition (including the skills, knowledge and experience) of the Board, at least annually, by taking into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience to achieve Board diversity; assist the Board in maintaining a Board skills matrix; make recommendations on any proposed changes to the board to complement the Company's corporate strategy; and make the relevant disclosure in the corporate governance report annually;

(b) 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) receive nominations from shareholders or directors of the Company when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;

(d) assess the independence of independent non-executive directors and review the independent non-executive directors' confirmations on their independence; and make disclosure of its review results in the corporate governance report. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider him/her to be independent;

(e) 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 and its subsidiaries (the "**Group**");

(f) regularly review the time commitment and contribution required from Directors to perform his/her responsibilities to the Group, and whether he/she is spending sufficient time performing them, taking into account professional qualifications and work experience, existing directorships of the Company and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

(g) consider other topics and review other documents as may be reasonably requested by the Board from time to time;

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

(i) reviewthe Board diversity policy and nomination policy;

(j) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and

(k) make available its terms of reference explaining its role and the authority delegated to it by the Board on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

9. Reporting Responsibilities

9.1 The Nomination Committee shall report formally to the Board on its decisions or recommendations after each meeting on all matters within its duties and responsibilities, unless there are legal or other regulatory restrictions on the Nomination Committee's ability to do so.

9.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Authority

10.1 The Nomination Committee is authorized to investigate any activity within its terms of reference and to seek any information it reasonably requires from any employee of the Company in order to perform its duties.

10.2 The Nomination Committee is authorized by the Board where necessary to have access to independent professional advice, at the Company's expense, to perform its responsibilities.

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

10.3 The Company should provide the Nomination Committee with sufficient resources to perform its duties.

10.4 Notwithstanding anything stated herein, the ultimate responsibility for selection and appointment of Directors rests with the entire Board.

11. Publication of the Terms of Reference

11.1 The terms of reference are posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

* *For identification purposes only*

Adopted by the Board on 29 March 2022 and amended on 27 February 2026