Nanshan Aluminium International Holdings Limited
南山鋁業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2610)

Terms of Reference for Nomination Committee under the Board of Directors
(adopted on 26 March 2026)

Definitions

1. For the purposes of these terms of reference (the "**Terms**"):

Board means the board of Directors.

Company means Nanshan Aluminium International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 28 June 2023.

Company Secretary means any the company secretary of the Company.

Directors mean the directors of the Board.

GEM means GEM operated by the Stock Exchange.

Main Board means the Main Board of the Stock Exchange.

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Senior Management means the executive Directors and other members of senior management referred to in the Company's prospectus issued in connection with its initial listing on the Stock Exchange or in its most recent annual report and any such other officer of the Company determined by the Board from time to time as senior management of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Nomination Committee was established by resolutions of the Board on 10 March 2025.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from among the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.

4. The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

5. The Company Secretary shall be the secretary of the Nomination Committee. The Nomination Committee may, from time to time, appoint any other person with the appropriate qualification and experience as secretary of the Nomination Committee.

Frequency and conduct of meetings

6. Meetings shall be held at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.

7. Notice of any meetings shall be given at least seven days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Nomination Committee shall be deemed waiver of the requisite length of notice by such member. An agenda and accompanying meeting papers should be sent in full to all members in a timely manner and at least three days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members). The agenda and accompanying meeting papers may be in paper form or electronic form, and may be delivered by post, by email or any other delivery method that could be received by the members.

8. The quorum for meetings of the Nomination Committee shall be two members. Members shall attend the meetings in person, or by telephone (or other similar communication equipment), as long as all the attendants of the meeting could listen and talk among themselves during the meeting. Under such circumstances, the attendants shall be considered as attending the meeting in person, counted in the quorum and entitled to vote.

9. Each member shall have one vote. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members of the Nomination Committee present. 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.

10. The Senior Management is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied by the Senior Management must be complete and reliable. Where a member of the Nomination Committee requires more information than is volunteered by the Senior Management, the relevant member of the Nomination Committee should make additional necessary enquiries. The Nomination Committee and each of its members shall have separate and independent access to the Senior Management.

Annual General Meeting

11. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any Shareholders' questions on the Nomination Committee's activities.

12. If the chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Nomination Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be prepared to respond to any shareholder questions on the Nomination Committee's activities.

Authority

13. The Nomination Committee is authorised by the Board to investigate into any activity within the Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

14. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Nomination Committee considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external adviser who advises the Nomination Committee.

Duties

15. The duties of the Nomination Committee shall include:

(a) drawing up, reviewing and updating, as appropriate, the diversity policy for the Board's approval, review and update the objectives that the Board has set for implementing such policy, and monitor the progress made;

(b) reviewing 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 making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(c) developing, reviewing and implementing, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for the role of Directors for the Board's approval;

(d) making recommendations to the Board on the appointment or re-appointment of Directors and succession plans for Directors, in particular the chairman of the Board and the chief executive officer. The Nomination Committee shall make recommendations on appointment of Directors with due regard to the diversity policy of the Company and in accordance with the challenges and opportunities faced by the Company;

(e) support the Company's regular evaluation of the board's performance;

(f) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;

(g) assessing the independence of independent non-executive Directors;

(h) before making any appointment recommendations to the Board, evaluating the balance of Directors based on (including but not limited to) gender, age, cultural and educational background or professional experience, and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:

(i) use open advertising or the services of external advisors to facilitate the identification;

(ii) consider candidates from a wide range of backgrounds; and

(iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;

(i) reviewing annually 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 other issuers listed on the Main Board or GEM 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

(j) ensuring that the Directors receive a formal service contractor letter of appointment (as the case may be) from the Board setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

16. The Committee shall also make recommendations to the Board concerning:

(a) formulating succession plans for the Directors;

(b) assessing the independence of the independent non-executive Directors;

(c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;

(d) the re-appointment of any Director at the conclusion of their specified terms of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

(e) the continuation (or not) in service of any Director who has reached the age of 70;

(f) any matters relating to the continuation in office of any current Director at any time, including any necessary suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contracts;

(g) the re-designation or appointment of any Director as executive Director or to other office respectively, other than to the positions of chairman of the Board and chief executive officer, the recommendation for which would be considered at a meeting of the Board;

(h) the measurable objectives for achieving diversity on the Board. The Committee will take into consideration a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience, as well as the Company's business model and specific needs; and

(i) conducting any other matters related to the Nomination Committee in accordance with the instructions from the Board from time to time.

Reporting procedures

17. Full minutes of the Nomination Committee shall be kept by the Company Secretary, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director. Such secretary or any person elected by the members in the absence of such secretary shall be responsible for recording the minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman or secretary of the meeting or succeeding meeting.

18. Minutes of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by the Directors and its members or dissenting views expressed. The draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meetings.

19. The Nomination Committee shall evaluate and assess its effectiveness and the adequacy of these Terms on an annual basis and recommend any proposed changes to the Board.

20. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Terms available

21. The Nomination Committee shall make available these Terms by inclusion on the website of the Stock Exchange and the Company's official website for corporate communications.

This document was prepared in English language. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.