

Nomination Committee

Terms of Reference

Huajin International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2738)

(the “Company”)

(Revised and adopted by resolutions of the board (the “**Board**”) of directors (each a “**Director**”) of the Company passed on 30 December 2025.)

The Board resolved to establish a nomination committee (the “**Committee**”) on 23 March 2016.

1. General Provisions

1.1 To standardize the appointment of directors and senior management of the Company, enhance the composition of the Board and improve the Company’s corporate governance structure, the Board has established the Committee pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other applicable laws and regulations. These Terms of Reference have been formulated having regard to the Company’s specific circumstances.

1.2 The Committee is a special working body established by the Board, primarily responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management (including their qualifications), and making recommendations to the Board.

1.3 For the purpose of these Terms of Reference, “senior management” means the Company’s Chief Executive Officers (the “**CEO**”) (including Senior Vice Presidents), Chief Financial Officer, Company Secretary, and other senior management personnel as determined by the Board.

2. Membership

2.1 The Committee shall comprise not fewer than three Directors appointed by the Board from time to time, a majority of whom must be independent non-executive directors (“**INEDs**”). The Committee

shall include at least one member of a different gender.

2.2 Members of the Committee shall be nominated by the Chairman of the Board or jointly by not less than one-third of the Board members, and elected by a majority vote of all directors of the Board. The Board may revoke the appointment of any member, and membership automatically terminates if a member ceases to be a Director of the Company.

2.3 The Committee shall have a Chairman, who shall be either the Chairman of the Board or an INED. The Chairman shall be appointed by the Board and responsible for presiding over the Committee's work. In the Chairman's absence, the Committee members present shall elect one amongst themselves to chair the meeting.

2.4 The term of office of Committee members shall be consistent with that of the Board. Members may be re-elected and serve consecutive terms upon expiry of their term. If a member ceases to hold the position of Company director during his term, or an INED member no longer meets the independence requirements as stipulated in the Company's Articles of Association and the Listing Rules, he shall automatically cease to be a Committee member.

2.5 A Committee member may resign from his position prior to the expiry of his term by submitting a written resignation report to the Board, which shall include a necessary explanation of the reasons for resignation and matters requiring the Board's attention. Upon a member losing his qualification or his resignation being approved, the Board shall replenish the Committee membership in accordance with applicable laws, regulations and Article 2 above.

2.6 The Company Secretary shall act as the Secretary of the Committee. In the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the Secretary.

2.7 Each member shall disclose to the Committee any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee, or any potential conflict of interest arising from a cross-directorship. Any such member shall abstain from voting on relevant resolutions and withdraw from the discussion, and shall resign from the Committee if required by the Board.

2.8 INED members shall comply with (i) the 9-year tenure limit as stipulated in Main Board Rule 3.13A of the Listing Rules; and (ii) the restriction of not serving on the boards of more than six Hong Kong-listed issuers pursuant to Main Board Rule 3.12A of the Listing Rules.

3. Duties and Powers

The Committee's duties shall include, but not be limited to, the following:

3.1 Review the structure, size and composition of the Board (including skills, knowledge, experience, qualifications, gender, age, culture, education, independence and diversity of perspectives) at least annually. Assist the Board in maintaining a Board skills matrix and make recommendations on proposed changes to the Board to complement the Company's corporate strategy.

3.2 Formulate and recommend to the Board the selection criteria and procedures for directors, the CEO and other senior management, having regard to factors such as gender, age, cultural background, educational qualifications and professional experience. Identify eligible individuals for directorships and select, nominate or recommend such individuals to the Board for appointment.

3.3 Make recommendations to the Board on the appointment, re-appointment of Directors and succession planning (in particular for the Chairman of the Board and the CEO). Ensure director candidates possess the required skills, experience and diverse perspectives, and take into account factors affecting their ability to devote sufficient time to performing duties.

3.4 Review candidates for the Company's CEO and other senior management and make recommendations to the Board.

3.5 Assess the independence of INEDs on appointment/re-appointment having regard to the Listing Rules' relevant guidelines or requirements.

3.6 Review the structure of each Board committee, recommend directors to serve as members of relevant committees, and submit such recommendations to the Board for approval.

3.7 Establish and regularly update a reserve talent plan for directors and senior management.

3.8 Evaluate directors' performance and provide opinions or recommendations on director replacement based on the evaluation results. Support the Company in conducting regular evaluations of the Board's performance.

3.9 Assess 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 issuers listed on the Main Board or GEM and other significant external time commitments ^{Note (a)} of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience ^{Note (b)}, and ensure the disclosure of the same in the annual reports of the Company in accordance with the

requirements under the Listing Rules.

3.10 Review the policy on Board diversity (the “**Board Diversity Policy**”), including any measurable objectives that has been set for implementing the Board Diversity Policy from time to time, to review and to monitor the progress on achieving those objectives and to ensure disclosure of such policy or summary of such policy in the annual reports of the Company in accordance with the requirements under the Listing Rules. .

3.11 Develop, review and implement, as appropriate, the policy of the nomination of Directors (the “**Board Nomination Policy**”), which shall include the nomination procedures and the progress and criteria adopted by the Committee to select and recommend candidates for directorship, for the Board’s consideration and approval, and to ensure the disclosure of such policy or summary of such policy in the Corporate Governance Report of the Company in accordance with the requirements under the Listing Rules.

3.12 Identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regards to the Board Diversity Policy, the Board Nomination Policy and taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

3.13 For an INED who has served more than nine years and is proposed for re-election, the Committee shall report to the Board the reasons why the Director is still independent and should be re-elected, including factors considered, and the Committee’s process and discussions in reaching such determination.

3.14 When recommending the appointment, re-appointment or succession of an INED to the Board, the Committee shall report: (i) the identification process, reasons for recommendation, views on the individual’s independence and relevant reasons; (ii) views on whether the individual can devote sufficient time to the Board and Board committees (particularly if it will be their seventh or more listed company directorship) and relevant reasons; (iii) views on the perspectives, skills and experience the individual will bring to the Board; (iv) views on the individual’s contribution to the Board’s diversity; and (v) consider other topics as defined by the Board from time to time.

The Committee shall report directly to the Board. The Committee shall be provided with sufficient

resources to perform its duties and is authorized, upon reasonable request, to obtain external legal or other independent professional advice in appropriate circumstances to perform its responsibilities and to secure the attendance of such independent professional adviser(s) with relevant experience and expertise at the Company's expense where necessary.

4. Working Procedures

4.1 The Committee shall, in accordance with applicable laws, regulations, the Company's Articles of Association and the Listing Rules, and having regard to the Company's actual situation, study the selection criteria, procedures and terms of office for directors and senior management. The Committee shall formulate resolutions to be submitted to the Board for consideration and approval, and oversee their implementation.

4.2 The appointment process for directors and senior management shall be as follows:

- (a) The Committee shall maintain active communication with relevant Company departments to assess the Company's needs for new directors and senior management, and document such needs in writing.
- (b) The Committee may conduct extensive searches for candidates within the Company, its holding (participating) enterprises and the broader talent market.
- (c) The Committee shall collect and verify information on preliminary candidates, including their occupation, educational background, professional qualifications, detailed work experience and all concurrent positions, and compile such information in writing.
- (d) The Committee must obtain the nominee's written consent to the nomination; without it, the individual shall not be considered a candidate.
- (e) Convene a Committee meeting to conduct a qualification review of preliminary candidates in accordance with the eligibility requirements.
- (f) Submit recommendations and relevant materials on candidates to the Board within a reasonable time prior to the election or appointment.
- (g) Conduct other follow-up work in accordance with the Board's decisions and feedback.

5. Rules of Procedure

5.1 A Committee meeting may be convened by the Chairman, at the request of any Committee member, or as the work of the Committee demands. The Committee shall hold at least one meeting

every year.

5.2 Committee meetings shall be convened and notices issued by the Chairman or the Secretary at a member's request. Unless otherwise agreed, notice of each meeting (confirming venue, time, date, agenda and relevant documents) shall be sent to each member, the CEO, the Chief Financial Officer, other required attendees and all other Directors no fewer than five working days prior to the meeting. This advance notice requirement may be waived with the unanimous consent of all members.

5.3 Committee meetings shall be presided over by the Chairman. If the Chairman is unable to attend, he may entrust another INED member to preside over the meeting or members present shall elect a chairperson.

5.4 The quorum for a meeting shall be two members, one of whom must be an INED. Members may attend in person, by telephone or video conference (ensuring all can hear and speak with each other simultaneously). Only Committee members have the right to attend Committee meetings. However, the other Directors and any person whom the Chairman of the Committee considers appropriate may be invited to attend meetings of the Committee. However, they cannot be counted towards the quorum and to vote for any matter to be resolved by the Committee. Member unable to attend may appoint another member in writing as their proxy to attend and vote on their behalf. The power of attorney shall specify the proxy's name, entrusted matters, scope of authority and validity period, and be signed by the principal and submitted to the meeting chairperson no later than the time of voting.

5.5 Any resolution shall be passed by a majority vote of the attending members entitled to vote. Each member has one vote, with options of "For", "Against" or "Abstain". In case of a tie, the meeting Chairman has a casting vote.

5.6 With the consent of all members, resolutions may be passed by written means. A written resolution signed by all members shall be as valid and effectual as one passed at a meeting, and may consist of several documents in like form each signed by one or more members. Such resolutions may be signed and circulated by post, fax or other electronic communications.

5.7 Full minutes shall be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Committee member. Minutes of Committee meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the members of the Committee.

5.8 The secretary of the Committee shall circulate draft and final version of minutes of the Committee

meetings or, as the case may be, written resolutions of the Committee to all of the Committee members for their comment and records respectively as soon as practicable within a reasonable time after the conclusion of Committee meeting or the passing of the written resolutions. Attending members shall sign the minutes to confirm accuracy, and the secretary shall be responsible for retaining the minutes.

5.9 All attending members and observers shall be obligated to keep confidential the matters discussed at the meeting and shall not disclose relevant information without authorization.

5.10 The Chairman of the Committee who chair the meeting or other member of the Committee who is authorized by the Chairman of the Committee to chair the meeting shall report to the Board after each meeting of the Committee on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

5.11 Management is obligated to provide the Committee with adequate, timely, accurate, clear, complete and reliable information to enable informed decisions. Each Committee member has separate and independent access to senior management and Board papers, and may make further enquiries if additional information is needed beyond what management voluntarily provides.

6. Annual General Meeting

6.1 The Chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the Company's annual general meeting and be available to answer shareholders' questions on the Committee's activities and responsibilities.

7. Reporting and Disclosure

7.1 The Board shall disclose the Board diversity policy or its summary, and the achievement of its measurable objectives, in the Corporate Governance Report.

7.2 The Committee shall be responsible for monitoring the implementation of the nomination policy and the diversity policy, as well as the achievement of measurable objectives.

7.3 These Terms of Reference will be published on the websites of the Company's and the Stock Exchange.

8. Supplementary Provisions

8.1 These Terms of Reference shall take effect on the date of approval by the Board. Any amendments hereto shall also take effect upon Board approval.

8.2 These Terms of Reference shall be interpreted by the Board.

8.3 In case of any discrepancy between the Chinese and English versions of these Terms of Reference, the English version shall prevail.

8.4 Unless otherwise specified herein, the provisions of the Company ' s Articles of Association governing Director meetings shall apply mutatis mutandis to the Committee ' s meetings and proceedings.

Notes:

- (a) For the purpose of these terms of reference, "significant external time commitments" includes all external commitments beyond directorship roles on issuers listed on the Main Board or GEM that involve significant time commitment. This includes, for example, directorships of issuers listed on an exchange other than the Main Board or GEM, full-time occupations, major consultancy work, major public service commitments, directorships of and involvement in statutory bodies or non-profit organisations.*
- (b) For the purpose of these terms of reference, "other factors or circumstances relevant to the Director's character, integrity, independence and experience" includes any change or development in the Director's individual situation or circumstance that should reasonably be taken into account in assessing whether he or she is able to effectively discharge his or her duties.*