

**Eastroc Beverage (Group) Co., Ltd.**

**Terms of Reference of the Nomination Committee  
of the Board of Directors**



**东鹏饮料**

**(Applicable upon issuance and listing of H Shares)**

**July 2025**

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**Chapter 1 General Provisions**

**Article 1** In order to further establish and improve the election of Directors and management personnel of the Company, enhance its corporate governance structure, the Company has established a nomination committee of the Board of Directors (hereinafter referred to as the Nomination Committee) and formulated these terms of reference, in accordance with the Company Law of the People's Republic of China and other relevant provisions, the relevant regulatory rules of the stock exchanges where the shares of the Company are listed (including the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, hereinafter collectively referred to as the "**Stock Exchanges**"), the relevant rules of the securities regulatory authorities where the shares of the Company are listed, and the Articles of Association of Eastroc Beverage (Group) Co., Ltd. (hereinafter referred to as the Articles of Association).

**Article 2** As a special working body set up by the Board of Directors, the Nomination Committee shall be primarily responsible for studying the selection standards and procedures for Directors and management personnel and proposing suggestions, identifying competent candidates of Directors and management personnel extensively, as well as reviewing and advising on the candidates for the Board of Directors and management. The Nomination Committee shall be accountable to the Board of Directors.

**Chapter 2 Composition**

**Article 3** The Nomination Committee shall consist of three Directors, the majority of whom shall be independent non-executive Directors.

**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent non-executive Directors or more than one-third of all Directors, and shall be appointed by the Board of Directors.

**Article 5** The Nomination Committee shall be chaired by a member who is an independent non-executive Director. He/she shall be responsible for presiding over the work of the Nomination Committee. The chairperson shall be directly elected by the Board of Directors from among the committee members.

**Article 6** The term of office of the members of the Nomination Committee shall be the same as that of the Directors. A member shall be eligible for re-election upon the expiry of his/her term of office. If any member no longer holds the position as a Director or an independent non-executive Director of the Company during his/her term of office, he/she shall automatically lose his/her position as a member, and the vacancy shall be filled by the Board of Directors in accordance with the provisions of Articles 3 to 5 above. The term of office for the member filling the vacancy shall expire upon the expiry of his/her term of office as a Director or an independent non-executive Director.

If an independent non-executive Director resigns or is relieved of his/her duties due to the circumstances under the legal provisions which prohibit him/her from acting as an independent non-executive Director, resulting in the proportion of independent non-executive Directors in the committee not complying with laws and regulations, and the provisions of the regulatory rules of the Stock Exchanges or the Articles of Association, the Company shall complete the by-election within sixty days from the date of the occurrence of the foregoing event.

### Chapter 3 Duties and Authorities

**Article 7** The Nomination Committee of the Board of Directors of the listed company shall be responsible for formulating the criteria and procedures for the selection of Directors and senior management, selecting and reviewing the candidates of Directors and senior management and their qualifications for office, and making recommendations to the Board of Directors on the following matters:

- (I) to identify individuals suitably qualified to become Directors and nominate or appoint or remove Directors;
- (II) to appoint or dismiss senior management;
- (III) to assess the independence of independent non-executive Directors;
- (IV) to make recommendations to the Board of Directors on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the chairman and the chief executive officer;
- (V) other matters as prescribed by laws, administrative regulations, the regulations of the China Securities Regulatory Commission securities and the Articles of Association.

For the recommendations of the Nomination Committee not adopted or fully adopted by the Board of Directors, the Board of Directors shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in Board resolutions, and disclose the same.

The Nomination Committee shall review the structure, size and composition (including the skills, knowledge, and experience) of the Board of Directors at least annually, assist the Board of Directors in maintaining a board skills matrix, and make recommendation on any proposed change to the Board of Directors to complement the issuer's corporate strategy, as well as support the Company's regular evaluation of the performances of the Board of Directors.

**Article 8** The Nomination Committee shall be accountable to the Board of Directors, and proposals of the committee shall be submitted to the Board of Directors for review and approval.

## Chapter 4 Working Procedures

**Article 9** In accordance with the provisions under relevant laws, regulations and the Articles of Association, and in view of the actual condition of the Company, the Nomination Committee shall analyze the election requirements, selection procedures, and terms of office of Directors and management personnel of the Company to produce a resolution and submit it to the Board of Directors for approval, and, if approved, implement the same accordingly.

**Article 10** The selection procedures of Directors and management personnel are as follows:

- (I) the Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's demand for new Directors and management personnel, and produce written materials in respect thereof;
- (II) the Nomination Committee may extensively search for candidates for Directors and management personnel internally within the Company, its holding (investing) enterprises and in the labor market;
- (III) to collect information on the occupation, education, job title, detailed work experience and all part-time jobs of the preliminary candidates, and produce written materials in respect thereof;
- (IV) to seek the nominee's consent for nomination, failing which such nominee shall not be deemed as the candidate for Directors or management;
- (V) to convene meetings of the Nomination Committee to review the nominee's engagement qualifications in accordance with the employment conditions of Directors and management, and produce specific review comments;

- (VI) to submit proposals and relevant materials to the Board of Directors on the candidates for Directors and new management personnel one to two months prior to the election of new Directors and the appointment of new management personnel;
- (VII) to conduct other subsequent work in accordance with the decisions and feedback of the Board of Directors.

## **Chapter 5 Rules of Procedures**

**Article 11 Meetings of this committee shall be in the form of regular meetings and extraordinary meetings. This committee shall hold at least one regular meeting annually. The Board of Directors, the chairperson, or more than half of the committee members shall have the right to propose the convening of an extraordinary meeting of the committee.** The Nomination Committee shall notify all members three days prior to the meeting. The chairperson shall preside over the meeting. Where the chairperson is unable to attend, he/she may delegate another member (an independent Director) to preside over the meeting.

**Article 12** A meeting of the Nomination Committee shall be held only when more than two-thirds of the members are present; each member shall have one vote; resolutions made at the meeting must be passed by a majority of all members.

The independent Directors shall attend the meeting of the Nomination Committee in person. If an independent Director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, produce specific opinions, and delegate other independent Director member of the Nomination Committee in writing to attend the meeting on his/her behalf. When an independent Director identifies any material matter of the Company which falls within the scope of duties of the Nomination Committee when performing his/her duties, he/she may request the Nomination Committee to discuss and consider thereon in a timely manner under the relevant procedures.

**Article 13** In principle, meetings of the Nomination Committee shall be held in person. Where all participating Directors are guaranteed to be able to communicate fully and express their views, meetings may also be held via video, telephone, or other means in accordance with the procedures when necessary.

**Article 14** The Nomination Committee may invite Directors and other senior management members of the Company to attend its meetings when necessary.

**Article 15** The Nomination Committee may engage intermediary institutions, when necessary, to provide professional advice for its decision-making. The expenses shall be borne by the Company.

**Article 16** The convening procedures and voting methods of the meetings of the Nomination Committee and the resolutions passed at the meetings shall comply with the requirements under relevant laws, regulations, the Articles of Association and these terms of reference.

**Article 17** Minutes shall be kept for the meetings of the Nomination Committee, and the members attending the meeting shall sign the minutes. The opinions of the independent Directors shall be stated in the minutes, which shall be kept by the Board secretary of the Company. The Company shall keep the above meeting materials for at least ten years.

**Article 18** The resolutions and poll results passed at the meetings of the Nomination Committee shall be reported to the Board of the Company in writing.

**Article 19** Committee members attending the meeting shall be obligated to keep the matters discussed thereat confidential and shall not disclose relevant information without authorization.

## Chapter 6 Supplementary Provisions

**Article 20** These terms of reference have been approved by the Board of Directors and shall take effect and be implemented from the date when the H shares publicly issued by the Company are filed with the China Securities Regulatory Commission and listed on The Stock Exchange of Hong Kong Limited. The original Rules of Procedures for the Nomination Committee of the Board of Directors shall become invalid automatically from the date on which these rules of procedures come into effect.

**Article 21** For matters not provided in these terms of reference, the relevant provisions of national laws, regulations, rules of the Stock Exchanges, and the Articles of Association shall apply. In the event of any inconsistency between these terms of reference and any future national laws, regulations, or the Articles of Association as legally amended, such laws, regulations and the Articles of Association shall prevail, and these terms of reference shall be amended immediately and submitted to the Board of Directors for consideration and approval.

**Article 22** The terms “over”, “within” and “under” in these terms of reference shall include the stated number, while “other than”, “lower than” and “more than” shall exclude the stated number.

**Article 23** The right to interpret these terms of reference shall be vested in the Board of Directors of the Company.

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