

EVERCHINA INT’L HOLDINGS COMPANY LIMITED

(the “Company”)

Nomination Committee

Terms of Reference

(Amended & adopted by the Board on 30 June 2025)

1. Constitution

- 1.1 The board (the “**Board**”) of directors (the “**Directors**”) of the Company resolved to establish a committee of the Board known as the Nomination Committee on 29 March 2012.

2. Membership

- 2.1 The member of Nomination Committee shall be appointed by the Board and shall comprise a minimum of three members. The majority of the Nomination Committee members shall be independent non-executive Directors and at least one of whom shall be a Director of a different gender.
- 2.2 The Nomination Committee must be chaired by the chairman of the Board or an independent non-executive director.
- 2.3 The Board shall from time to time vary the composition of the Nomination Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as modified from time to time (the “**Listing Rules**”).

3. Authority

- 3.1 The Nomination Committee is authorised by the Board:
 - (a) to seek any information it requires from any employee of the Company and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend committee meetings and to supply information and address the questions raised by the Committee;
 - (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
 - (c) to obtain, at the Company’s expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without

limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(e) to request the Board to provide with sufficient resources to discharge its duties.

4. Meeting

4.1 The Nomination Committee shall hold any meetings as and when appropriate.

4.2 The quorum for meetings shall be any two members.

4.3 The Nomination Committee members shall normally attend meetings either in person or through other electronic means of communication.

4.4 The company secretary shall be the secretary of the Nomination Committee. In the absence of the secretary of the Nomination Committee, the members present at such meetings shall elect another person as the secretary of such meetings.

4.5 Resolutions of the Nomination Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions.

4.6 Unless otherwise specified herein, the provisions contained in the amended and restated articles of association of the Company as amended from time to time for regulating directors' meetings and proceedings shall apply to the meetings and proceedings of the Nomination Committee.

5. Duties

5.1 The duties and responsibilities of the Nomination Committee shall be:

(a) review the structure, size and composition (including the skills, experience and diversity of perspectives experience (including but not limited to gender, age, education and cultural background, professional expertise and knowledge) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(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) assess the independence of independent non-executive directors, having regard to the requirements under the Listing Rules;

- (d) make recommendations to the Board on relevant matters on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer;
- (e) review the nomination policy, as appropriate, for the Board's consideration and approval; and make disclosure of the nomination policy in the Company's corporate governance report annually;
- (f) review the Board diversity policy, as appropriate, and make disclosure in the Company's corporate governance report annually;
- (g) to support the Company's regular evaluation of the performance of the Board; and
- (h) to address and deal with such other matters as may be delegated by the Board to the Nomination Committee.

Reporting Procedures

The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.

Written resolutions

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.

Note: In the event of discrepancies between the Chinese and the English versions, the English version shall prevail.