

China Yurun Food Group Limited (the “Company”)
Nomination Committee Terms of Reference
Amended by the Board on 27 March 2024

1 Constitution

The board of directors of the Company (the “**Board**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility and specific duties as described below.

2 Membership

- 2.1 The Nomination Committee shall be appointed by the Board and a majority of the members of the Nomination Committee shall be independent non-executive directors. The members of the Nomination Committee shall appoint its chairman (“**Chairman**”) who must either be an independent non-executive director or the chairman of the Board.
- 2.2 The Nomination Committee shall consist of at least three (3) members. A quorum necessary for transaction of business shall be two (2) members.
- 2.3 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 or exercisable by the Nomination Committee.
- 2.4 The chairman of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the chairmanship.

3 Secretary

The secretary of the Nomination Committee (the “**Secretary**”) shall be the company secretary of the Company or any other person designated as such by the Nomination Committee from time to time.

4 Authority

- 4.1 The Nomination Committee is authorised by the Board to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any employee.
- 4.2 The Nomination Committee is authorised by the Board to obtain, at the Company’s expense, independent professional advice as necessary for the performance of its responsibilities and shall be provided by the Company with sufficient resources to perform its duties.

5 Duties

5.1 The duties of the Nomination Committee include:

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to review the Board Diversity Policy (the "Board Diversity Policy"), as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results annually in the Corporate Governance Report as set out in the Company's Annual Report ("Corporate Governance Report");
- (d) to assess the independence of the independent non-executive directors of the Company ;
- (e) taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future, to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- (f) to seek independent professional advice to perform its responsibilities where necessary at the Company's expense; and
- (g) to report back to the Board on its decisions or recommendations (unless there are legal or regulatory restrictions on its ability to do so) and to prepare a summary of its work during the year for inclusion in the Corporate Governance Report (including a report on the policies, procedures, process and criteria it has adopted to select and recommend candidates for directorship during the year).

6 Frequency and proceedings of Meetings

6.1 The Nomination Committee shall meet at least once a year. Additional meetings shall be held as the work of the Nomination Committee or circumstances require.

6.2 The Chairman may convene additional meetings at his discretion.

7 Attendance

- 7.1 As necessary or desirable, the Chairman may request members of management or the human resources department to be present at the meeting of the Nomination Committee.
- 7.2 Only members of the Nomination Committee have the right to attend Nomination Committee meetings. However, other individuals such as the Chief Executive, members of the management, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 7.3 Meetings may be held by way of telephonic, electronic or such other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

8 Minutes

- 8.1 Full minutes of the Nomination Committee meetings shall be kept by the Secretary.
- 8.2 The Secretary shall send the draft and final versions of the minutes to all members of the Nomination Committee for their comment and records within a reasonable time after the meeting.

9 General

- 9.1 The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board, by including them on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.
- 9.2 The Chairman (in his absence, another member of the Nomination Committee) shall make himself available to attend the annual general meetings of the Company to answer questions thereat.