

**HF FOODS GROUP INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**Adopted: February 16, 2023**

**Updated: February 26, 2024**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of HF Foods Group, Inc. (the “Company”) to (i) identify individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders, (ii) recommend to the Board corporate governance principles applicable to the Company and (iii) exercise and perform the authority, duties and responsibilities of the Committee set forth in this charter (this “Charter”).

**Membership**

1. The Committee shall be comprised of at least three Board members appointed by the Board. Committee members shall serve at the pleasure of the Board and for such term as the Board determines. The Board shall designate one Committee member as the Committee’s chair.
2. Each Committee member shall meet the independence and experience requirements and standards established from time to time to time by the Securities and Exchange Commission (the “SEC”) and any securities exchange on which the Company’s securities are listed or quoted for trading, in each case as amended from time to time.

**Operations**

3. The Committee shall hold regular meetings not less than one time per year and report to the Board on a regular basis. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities.
4. The Committee may form and delegate to one or more subcommittees all or any portion of the Committee’s authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee’s business.
5. The Committee shall have direct access to, and complete and open communication with, the Company’s management and may obtain advice and assistance from internal legal or other advisors to assist it.

6. The Committee shall review and assess annually the adequacy of this charter and, if appropriate, recommend changes to the charter to the Board.

### **Authority, Duties and Responsibilities**

The Committee shall:

#### Board Succession Planning

1. Oversee succession planning for the Board and Board leadership appointments, including committee chairs.
2. Review the overall size and evaluate the composition of the Board, taking into consideration the qualifications, skills, attributes, experience and tenure of each Board member.
3. Actively seek and identify individuals qualified to become Board members for recommendation to the Board. The Committee may consider director candidates proposed by shareholders or management and shall evaluate such candidates using the same criteria as other candidates considered by the Committee.
4. Recommend to the Board the director nominees for the next annual meeting of shareholders. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy, as needed.
5. Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, including such factors as business experience, diversity, and skills and knowledge with respect to finance, marketing, financial reporting and any other areas as may be expected to contribute to an effective Board.

#### Board Committees

6. Recommend to the Board director nominees for each Board committee, taking into consideration the skills, attributes, experience and tenure of each committee member, including committee members to fill vacancies as needed. In nominating a director for a committee membership, the Committee shall take into consideration the factors set forth in that committee's charter, if any, and the rotation of committee assignments and other factors it deems appropriate, including without limitation the interplay of the candidate's experience with the experience of other committee members.

7. Recommend to the Board changes that the Committee believes desirable to the size of any committee of the Board or to the Board's committee structure.

#### Board Performance

8. Oversee and approve the process and guidelines for the annual evaluation of the performance and effectiveness of the Board, and its committees, including the communication of the results of such evaluations to the full Board.

#### Corporate Governance Policies and Governance Documents

9. Annually review and assess the adequacy of the Company's corporate governance policies, including the director independence standards, and, if appropriate, recommend changes to the corporate governance policies to the Board.
10. Periodically review the Company's organizational documents, and, if appropriate, recommend changes to the Company's organizational documents to the Board.
11. Review shareholder proposals relating to governance, social responsibility and environmental matters and management's proposed response to such proposals.
12. Review and recommend to the Board whether to seek and accept a director's offer to tender his or her resignation in the event such director's principal occupation or employer changes.
13. Monitor and review evolving corporate governance trends and best practices, and as it determines appropriate, consider other matters of corporate governance and make recommendations to the Board regarding, or take action with respect to, such matters.

#### Philanthropic Programs

14. Review the strategy, policies and practices with respect to the philanthropic programs of the Company.

#### Environmental, Social Responsibility and Other Governance Matters

15. As it determines appropriate, consider social responsibility, environmental and sustainability matters and make recommendations to the Board regarding, or take action with respect to, such matters.

#### Other Authority

16. Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.

The Committee shall evaluate its performance annually.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of an executive or director search firm, independent counsel and other advisors, as it determines necessary to carry out its duties, subject to SEC regulations and the rules of any securities exchange on which the Company's securities are listed or quoted for trading applicable to the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any advisors employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. The Committee shall set the compensation, and oversee the work, of any advisor retained by it.

### **Delegation of Authority**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

### **Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of any securities exchange on which the Company's securities are listed or quoted for trading applicable to the Committee, or applicable law, the purposes, duties and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.