

**SPECIAL TRANSACTIONS REVIEW COMMITTEE CHARTER
OF
HF FOODS GROUP INC.**

Adopted: December 5, 2019

Updated: February 26, 2024

The responsibilities and powers of the Special Transactions Review Committee of the Board of Directors (the “Board”) of HF Foods Group Inc. (the “Company”), as delegated by the Board, are set forth in this charter (this “Charter”). Whenever the Special Transactions Review Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

I. PURPOSE

The purpose of the Special Transactions Review Committee shall be to represent and assist the Board in the oversight, monitoring, and advance written approval of all transactions by the Company (including any subsidiary) which are not in the ordinary course, and in which the amount of the transaction exceeds \$120,000 and in which another party to the transaction is any Related Party or any entity in which any Related Party has a direct or indirect material interest (“interested transactions”).

For all purposes under this charter, a Related Party shall be:

- A director or Executive Officer¹ of the Company;
- Any nominee for director;
- Any immediate family member of a director or Executive Officer, or of any nominee for director. Immediate family members are any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such director, executive officer or nominee for director, and any person (other than a tenant or employee) sharing the household of such director, Executive Officer or nominee for director; and
- Any person who was in any of the following categories when a transaction in which such person had a direct or indirect material interest occurred or existed:
 - Any beneficial owner of more than 5% of the Corporation’s common stock; or
 - Any immediate family member of any such beneficial owner, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-

¹ “Executive Officer” is defined herein as a Section 16 officer of the Company.

law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such security holder, and any person (other than a tenant or employee) sharing the household of such security holder.

A “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships that does not occur in the ordinary course of business.

II. COMMITTEE MEMBERSHIP

The Special Transactions Review Committee will initially consist of at least three members of the Board. The members of the Special Transactions Review Committee shall be appointed by and serve at the discretion of the Board. Members of the Special Transactions Review Committee must meet the following criteria:

- Each member must be an independent member of the Board who meets the independence standards established by Nasdaq Rule 4200(a)(15).
- Each member must be financially literate and able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of operations and statement of cash flows, as determined by the Board.

The Board shall designate one member of the Special Transactions Review Committee as its chairperson. A Special Transactions Review Committee member may resign by delivering his or her written resignation to the chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified. The Board shall have the power at any time to fill vacancies in the Special Transactions Review Committee, subject to such new member(s) satisfying the above requirements.

III. MEETINGS AND PROCEDURES

The Special Transactions Review Committee will set its own schedule of meetings and will meet as and when required by the presentation for Board consideration of any interested transaction, with the option of holding additional meetings at such times as it deems necessary or appropriate. Meetings of the Special Transactions Review Committee may be called by a majority of the members of the Special Transactions Review Committee upon such notice as is provided for in the Company’s charter documents with respect to meetings of the Board. A majority of the Special Transactions Review Committee members shall constitute a quorum. Actions of the Special Transactions Review Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members of the Special Transactions Review Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Special Transactions Review Committee. The Special Transactions Review Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. As and when necessary, the Special Transactions Review Committee shall meet separately with the Company’s management, with the Company’s legal counsel, with the internal auditors and/or internal control director, and

with the independent auditors. The Special Transactions Review Committee may form subcommittees for any purpose that the Special Transactions Review Committee deems appropriate and may delegate to such subcommittees such power and authority as the Special Transactions Review Committee deems appropriate. The Special Transactions Review Committee shall make reports to the Board, which reports shall include to the extent that the Special Transactions Review Committee deems appropriate, any issues that arise with respect to interested transactions.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Special Transactions Review Committee shall review and approve, in writing, on behalf of the Board of Directors, all interested transactions, prior to any interested transaction being executed on behalf of, adopted or ratified by, or otherwise becoming a binding or enforceable obligation of, the Company or any subsidiary of the Company. In this regard, the Company's management, the Company's internal auditors, and the Company's legal counsel shall report at the earliest practicable time the proposal or negotiation of, and all material information related to, every interested transaction directly to the Special Transactions Review Committee. The Special Transactions Review Committee shall have the sole authority, on behalf of the Board, to approve the execution and delivery by Company or any subsidiary of the Company of any agreement or instrument which comprises, memorializes or is ancillary to any interested transaction. The Special Transactions Review Committee shall have the sole authority, on behalf of the Board, to review and assess the adequacy of disclosure of interested transactions, in accordance with applicable standards established from time to time by the Securities and Exchange Commission (the "SEC") and any securities exchange on which the Company's securities are listed. The Special Transactions Review Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval. The Special Transactions Review Committee shall evaluate its performance annually. To the extent deemed necessary or appropriate, the Special Transactions Review Committee shall be responsible for reporting any deficiency in the Company's internal controls relating to interested transactions to the company's independent auditors.

The Special Transactions Review Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary, to carry out its duties. The Company shall provide for appropriate funding, as determined by the Special Transactions Review Committee, for payment of compensation to any advisers employed by the Special Transactions Review Committee and ordinary administrative expenses of the Special Transactions Review Committee that are necessary or appropriate for carrying out its duties.