JISHENG GROUP HOLDINGS LIMITED

吉盛集團控股有限公司

(a company incorporated in Cayman Islands with limited liability)

NOMINATION COMMITTEE
TERMS OF REFERENCE

CONSTITUTION

1. The board of directors (the "**Board**") of Jisheng Group Holdings Limited (the "**Company**" which together with its subsidiaries, the "**Group**") has resolved to establish a committee of the Board to be known as the Nomination Committee (the "**Committee**") at a meeting held on 10 April 2015.

MEMBERSHIP AND QUORUM

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company. A quorum shall be two members.

3. The chairman of the Committee shall either be the chairman of the Board or an independent non-executive director and appointed by the Board.

AUTHORITY AND DUTIES

4. The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

5. The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Group should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.

6. The duties of the Committee shall be:

   (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;

   (b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy;

(c) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(d) to receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;

(e) to assess the independence of independent non-executive directors and review the independent non-executive directors' confirmations on their independence; and make disclosure of its review results in the corporate governance report. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent;

(f) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive of the Group;

(g) to support the Company's regular evaluation of the Board's performance;

(h) regularly review the contribution required from a director to perform his/her responsibilities to the Group, and whether he/she is spending sufficient time performing them;

(i) review 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 in the Corporate Governance Report annually; and

(j) to consider other topics and review other documents as may be reasonably requested by the Board from time to time.

CONSULTATION

7. The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Group, have access to independent professional advice to perform its responsibilities where it considers necessary.

SECRETARY

8. The secretary of the Company (or his/her delegate) shall be the secretary of the Committee (the "**Secretary**").

MEETINGS

9. The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet not less than once a year.

10. An agenda and accompanying papers shall be sent in full to all members of the Committee in a timely manner and at least 7 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).

11. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

12. In the case of an equality of votes at a meeting of the Committee, the chairman of the meeting shall have the casting vote.

REPORTING PROCEDURES

13. The Secretary shall keep minutes of each Committee's meeting. Draft and final versions of minutes of the Committee's meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.

14. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, unless a conflict of interest exists or for the reasons mentioned in paragraph 4.

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

Revised/Adopted by the Board on 31 March 2026.