CHEN XING

Chen Xing Development Holdings Limited
辰興發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(hereinafter the "Company")
(Stock Code: 2286)

Nomination Committee — Terms of Reference
(Amended by the Board with effect from 28 August 2025)

1. Member

1.1 The nomination committee shall be established by the board of directors of the Company (the "**Board**") and it shall comprise a majority of independent non-executive directors, and shall have at least one director of a different gender.

1.2 The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director within the nomination committee appointed by the Board.

1.3 The term of each appointment to the members of the nomination committee shall be determined by the Board upon appointment.

2. Secretary of nomination committee

2.1 The company secretary of the Company shall act as the secretary of the nomination committee.

2.2 The nomination committee may, from time to time, appoint any other person with appropriate qualification and experience to act as secretary of the nomination committee.

3. Meeting

3.1 The member of nomination committee can call for a meeting when it is necessary and should meet at least once a year.

3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notice period, the attendance of a member of the nomination committee at the meeting would be deemed as constituting the waiver of the required notice requirement. If a follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.

3.4 Meeting can be attended in person or via electronic means including teleconferencing or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

3.5 Resolutions of the nomination committee shall be passed by more than half of the members.

3.6 A resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed at the meeting held.

3.7 Full minutes of nomination committee meeting shall be kept by the secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all nomination committee members for their comments and records, within a reasonable time after the meeting.

4. Meeting attendance

4.1 Upon the invitation from the nomination committee, the chairman of the Board and/or the general manager or chief executive, external advisor and other persons can be invited to attend all or part of any meeting.

4.2 Only the member of the nomination committee can vote in the meeting.

5. Annual General Meetings

5.1 The chairman of the nomination committee or, in case of absence, another member of the nomination committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company, and be prepared to respond to the shareholders questions on the activities and responsibilities of the nomination committee.

6. Duties and Powers

The nomination committee shall have the following duties and powers:

6.1 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 Company's corporate strategy;

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

6.3 assess the independence of independent non-executive directors;

6.4 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;

6.5 support the Company's regular evaluation of the Board's performance;

6.6 assess the time commitment and contribution of each director to the Board, as well as the director's ability to discharge his or her responsibilities effectively annually and discloses its assessment;

6.7 review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of results of its review in the corporate governance report of the Company on a yearly basis;

6.8 review the policy for the nomination of Directors ("**Nomination Policy**"). The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship; and

6.9 consider other topics, as defined by the Board.

7. Reporting

7.1 The nomination committee shall report to the Board every time after each of its meeting.

8. Authority

8.1 The nomination committee may seek independent professional advice at the Company's expense, and invite an independent professional party possessing the relevant expertise to attend the meeting, if necessary, in order to discharge its duties.

Remark: the independent professional advice can be sought via the company secretary.

8.2 The nomination committee shall be provided with sufficient resources to perform its duties.