ROAD KING INFRASTRUCTURE LIMITED (the "Company")

Terms of Reference of the Nomination Committee

Constitution

1. The Nomination Committee (the "Committee") has been established by the Board of Directors (the "Board").

Objective

2. The objective of the Committee is to assist the Board to ensure that a set of deliberative, considered and transparent procedures is in place for the appointment of Directors to the Board.

Membership

3. The members of the Committee (the "Members") shall be appointed by the Board and majority of the Members shall be Independent Non-executive Directors, with at least one Member of a different gender.

4. The Committee shall consist of not less than three members and a quorum shall be three members.

5. The Chairman of the Committee shall be appointed by the Board. It shall be the Chairman of the Board or an Independent Non-executive Director.

6. The Company Secretary or a person duly appointed by the Committee shall act as the secretary of the Committee (the "Secretary").

Attendance at Meetings

7. The Committee may invite any Director, executive, staff or professional to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective and discharge of its duties.

8. Attendance may be in person or by telephone or other means of telecommunication.

9. The Bye-laws of the Company shall apply to proceedings of meetings of the Committee.

Frequency of Meetings

10. The Committee shall meet at least once annually. Any members of the Committee may request a meeting if they consider necessary.

Authority

11. The Committee is authorised by the Board

    (a) to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense;

    (b) to conduct interviews with prospective candidates for nomination; and

    (c) to be provided with sufficient resources to perform its duties and shall seek independent professional advice at the Company's expenses to perform its duties as it considers necessary.

Duties

12. The duties of the Committee shall be

    (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) 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;

    (b) to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria with due regard for the benefits of diversity of the Board;

    (c) to assess the independence of Independent Non-executive Directors;

    (d) 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 Officer;

    (e) to review and assess regulary the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;

(f) to support the regular evaluation of the performance of the Board;

(g) to review the Board Diversity Policy and the Nomination Policy (the "Policies"); and

(h) to review annually the measurable objectives for implementing the Policies and make recommendations to the Board for adoption; and report on the process it has used to implement the Policies in relation to Board appointments in the annual Corporate Governance Report of the Company.

Reporting Procedures

13. The Committee shall promptly report back to the Board on decision made.

14. Full minutes of the Committee meetings shall be prepared by the Secretary and copies shall be sent to all members of the Board.

Annual General Meeting

15. The Committee Chairman or in his absence, another member of the Committee or failing that his duly appointed delegate, shall attend the annual general meeting of the Company to answer questions from shareholders of the Company, if any, on matters within the scope of duties of the Committee.

September 2025