Hengdeli Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Terms of reference of the Nomination Committee

The Nomination Committee

1. The board of directors (the "**Board**") of Hengdeli Holdings Limited (the "**Company**") established a committee of the Board known as the Nomination Committee (the "**Nomination Committee**"), its constitution and particular duties are set out below:–

Membership

2. The members of the Nomination Committee shall be appointed by the Board, the majority of which shall be independent non-executive directors of the Company, and at least one member must be a director of a different gender. The Committee shall be chaired by the chairman of the Board or an independent non-executive director.

3. The Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two members.

4. The Company Secretary or his nominee shall act as the Committee's Secretary.

Frequency of Meetings

5. Meetings of the Nomination Committee shall be held not less than once a year.

Authorities and Duties

6. The Nomination Committee is authorised by the Board and its duties shall include the followings:–

   (a) to review the structure, size, composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, or professional 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;

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

(c) to assess the independence of independent non-executive directors and review the independent non-executive directors' annual 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 of the Company 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: (i) the process used for identifying the individual and why they believe the individual should be elected and the reasons why they consider the individual to be independent; (ii) if the proposed independent non-executive director of the Company will be holding their seventh (or more) listed company directorship, why they believe the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to the diversity of the Board;

(d) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;

(e) to support the issuer's regular evaluation of the board's performance;

(f) to assess each director's time commitment and contribution to the Board, as well as the ability to discharge his or her responsibilities effectively;

(g) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

(h) to draw up, review and update, as appropriate, a policy concerning diversity of the members of the Board (the "**Diversity Policy**"), and make annual disclose of the Diversity Policy or a summary thereof in the Company's corporate governance report; and

(i) to conform to and abide by any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

7. The Board will ensure the Company to provide the Nomination Committee sufficient resources to discharge and perform its duties. Where necessary, the Nomination Committee shall be entitled to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting Procedures

8. The secretary of the Nomination Committee shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board within 14 days after the conclusion of the relevant meeting of the Nomination Committee.

Note:

If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

Amended on 27 February 2026