ZHONGZHENG INTERNATIONAL COMPANY LIMITED

(the "**Company**")

NOMINATION COMMITTEE - TERMS OF REFERENCE

(As revised on 27 February 2026)

Constitution

1. The board of directors of the Company (the "**Board**") has on 29 March 2012 resolved to establish a Committee of the Board to be known as the Nomination Committee (the "**Committee**").

Membership

2. The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors.

3. At least one member of the Committee should be a director of a different gender.

4. The Chairman of the Board or an independent non-executive director shall act as the Chairman of the Committee.

Attendance at meetings

5. The Company Secretary shall act as the secretary of the Committee (the "**Secretary**").

Frequency and quorum of meetings

6. The Committee shall meet at least once every financial year and more frequently if circumstances require.

7. The quorum of the meeting shall be two.

Notice of meetings

8. Unless otherwise agreed, the Secretary shall forward the notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed to each member of the Committee, any other person required to attend and all other directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

Authority

9. The Committee is authorised to seek any information it requires from any employee or director of the Company in order to perform its duties.

10. Where necessary, the Committee is authorised to seek independent professional advice, at the Company's expense, to perform its duties.

Duties

11. The Committee shall perform the following duties:

    (a) 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;

    (b) 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) assess the independence of independent non-executive directors;

    (d) 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 of the Company; and

    (e) support the Company's regular evaluation of the board's performance.

Reporting procedures

12. The Committee shall report to the Board the outcome of its meetings including any recommendation arising therefrom.

13. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

14. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

15. Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

Other matters

16. The Committee should be provided with sufficient resources to perform its duties.

17. The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Hong Kong Stock Exchange.

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