

TIAN CHENG HOLDINGS LIMITED
天成控股有限公司
(the “Company”)

Terms of Reference of the Nomination Committee
(Revised on 30 September 2026)

1. Constitution

The Nomination Committee (the “**Committee**”) was established with its terms of reference approved and adopted pursuant to a resolution passed by the board (the “**Board**”) of directors (the “**Director(s)**”) of Tian Cheng Holdings Limited (formerly known as Yue Kan Holdings Limited) at its meeting held on 13 November 2020.

2. Members

- 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members (with at least one member of a different gender) and a majority of whom shall be independent non-executive Directors.
- 2.2 The chairperson of the Committee shall be appointed by the Board which shall be the chairperson of the Board or an independent non-executive Director.
- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Notice and Attendance at Meetings

- 3.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members. Unless otherwise agreed by the members of the Nomination Committee, notice of at least fourteen (14) days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

- 3.2 An agenda of items to be discussed, together with supporting papers, shall be sent to Committee members and to other attendees within a reasonable period of time prior to the date of the meeting.
- 3.3 The Committee members may attend meetings of the Committee either in person or through electronic means of communication or in such other manner as the members may agree.

4. Frequency and Proceedings of Meetings

- 4.1 The Committee shall meet at least once a year. Additional meetings may be held as and when necessary.
- 4.2 The quorum for a meeting shall be two (2) members of the Committee, at least one of whom must be an independent non-executive Director.
- 4.3 The meetings and proceedings shall be governed by the relevant provisions of the articles of association of the Company (as amended from time to time).
- 4.4 Resolutions of the Committee shall be passed, in the case of a meeting, by a majority of votes of the members of the Committee attending such meeting. The chairperson of the Committee shall have a second or casting vote when an equality of votes occurs.
- 4.5 A resolution in writing passed and signed by all members of the Committee shall be valid, and the validity is the same as any resolution passed in the meeting held.
- 4.6 Members of the Committee must abstain from voting in respect of any resolution which he/she is an interested party.
- 4.7 Full minutes of the Committee meeting should be kept by the company secretary or the duly appointed secretary of the Committee and be available for review by the Directors. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and records, within a reasonable time after the meeting.

5. Authority of the Committee

- 5.1 The Committee may exercise the following powers:
- (a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

- (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
- (c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
- (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

5.2 The Company should provide the Committee sufficient resources to perform its duties.

6. Duties of the Committee

6.1 The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in compiling 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 members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of the independent non-executive Directors, according to the Listing Rules;
- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
 - (ii) the composition of the audit committee, remuneration committee and other board committees of the Company;

- (iii) proposed changes to the structure, size and composition of the Board;
 - (iv) candidates suitably qualified to become members of the Board;
 - (v) the selection of individuals nominated for directorship;
 - (vi) the re-election of any Director who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (vii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;
 - (viii) the appointment or re-appointment of Directors;
 - (ix) succession planning for Directors in particular the chairperson and the chief executive; and
 - (x) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy and to discuss with the Board any revisions of such policy that may be required, and recommend any such revisions to the Board for consideration and approval;
- (e) to give full consideration to the relevant requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with regard to directors of a listed issuer;
 - (f) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
 - (g) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
 - (h) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives;
 - (i) to report annually, in the corporate governance report contained in the Company’s annual report, on the Board’s composition under diversified perspectives, and monitor the implementation of the Board diversity policy;
 - (j) to assist the board of directors in formulating and reviewing the employee (including senior management) diversity policy (the “**Employee Diversity Policy**”); and disclose relevant policies in the “Corporate Governance Report”;

- (k) to support the Company's regular evaluation of the performance of the Board;
- (l) if the Board proposes to elect a person as an independent non-executive Director at a general meeting, the Committee shall ensure that the circular to shareholders and/or the explanatory statement accompanying the notice of the relevant general meeting sets out: (i) the process of identifying such person and the reasons why the Board considers that such person should be elected and is independent; (ii) the perspective, skills and experience that such person can bring to the Board; and (iii) how such person contributes to the diversity of the Board; and
- (m) to consider and implement other matters, as defined or assigned by the Board from time to time.

7. Reporting

The Committee shall report back to the Board on their decisions or recommendations after each of its meetings.

8. Annual general meeting

- 8.1 The chairperson of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

9. Continuing application of the articles of association of the Company

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Publication of the terms of reference of the Committee

- 10.1 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 Stock Exchange.

Amended and adopted by the Board on 30 September 2026

(In case of any discrepancy between the English and Chinese versions of these Terms of Reference, the English version shall prevail.)