RENHENG Enterprise Holdings Limited
仁恒實業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3628)

NOMINATION COMMITTEE
TERMS OF REFERENCE

(adopted on 25 November 2013 and updated on 30 October 2026)

1. Membership

1.1 The nomination committee (the "**Nomination Committee**") shall consist of not less than three (3) members appointed by the board of directors (the "**Board**") of RENHENG Enterprise Holdings Limited (the "**Company**").

1.2 The majority of the Nomination Committee shall be independent non-executive directors.

1.3 The chairman of the Nomination Committee (the "**Chairman**") shall be appointed by the Board.

1.4 The Nomination Committee shall comprise at least one director of a different gender.

2. Secretary

2.1 The company secretary of the Company shall be the secretary of the Nomination Committee (the "**Secretary**").

2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

3. Meetings

3.1 The Nomination Committee shall meet at least once a year.

3.2 The Chairman may convene additional meetings at his discretion.

3.3 The quorum of the Nomination Committee shall be any two members.

3.4 Minutes shall be kept by the Secretary. Draft and final versions of minutes shall be circulated to all members of the Nomination Committee for their comment and record within a reasonable period of time after each meeting.

3.5 An agenda and accompanying papers shall be sent, in full, to all members of the Nomination Committee in a timely manner and at least 3 days before the date of a meeting of Nomination Committee.

4. Attendance at meetings

4.1 At the invitation of the Nomination Committee, other members of the Board or any other persons may attend all or part of meetings.

4.2 The Chairman shall attend the Company's annual general meetings and be prepared to respond to any questions from shareholders in respect of the activities of the Nomination Committee.

5. Responsibility, power and discretion

The Nomination Committee is required to:

5.1 review the structure, size and composition (including the skills, knowledge and experience, and diversity) 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 strategies;

5.2 identify and nominate qualified individuals for appointment as additional members to the Board or to fill any vacancies in the Board as and when they arise;

5.3 assess the independence of independent non-executive directors;

5.4 review the board diversity policy and make recommendation for revision to the Board for consideration and approval as appropriate, and review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives, and disclose its review results in the Corporate Governance Report annually;

5.5 make recommendations to the Board on the appointment or re-appointment of directors and the succession planning for the chairman and chief executive officer of the Company, together with the senior management;

5.6 to ensure that where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the following matters shall be 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;

(ii) the reason(s) for the Board to believe that the individual should be elected;

(iii) the reason(s) for the Board to consider the individual to be independent;

(iv) the reason for the Board to believe that the individual would be able to devote sufficient time to the Board if the individual will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM;

(v) the perspectives, skills and experience that the individual could bring to the Board; and

(vi) how the individual contributes to the diversity of the Board;

5.7 to support the regular evaluation of the Board's performance; and

5.8 to assess, at least annually, each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience.

6. General

These terms of reference may from time to time be amended as required, subject to the approval of the Board.

7. Reporting responsibility

7.1 The Nomination Committee shall report to the Board after each meeting.

8. Authority

8.1 The Nomination Committee is authorised by the Board to seek for outside legal or other independent professional advice.

8.2 The Nomination Committee shall be provided with sufficient resources to discharge its duties.