



Zhongshen Jianye Holding Limited

中深建業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2503)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS (The “Committee”)

The Committee is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) at its meeting held on 19 December 2023.

MEMBERSHIP

1. The Committee shall consist of at least three members appointed by the Board of Zhongshen Jianye Holding Limited (the “**Company**”) from time to time. The majority of the members of the Committee must be independent non-executive directors of the Company.
2. The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive director of the Company.
3. The company secretary of the Company shall act as the secretary of the Committee (the “**Secretary**”). In the absence of the Secretary, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

FREQUENCY AND PROCEEDINGS OF MEETINGS

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

DUTIES, POWERS AND FUNCTIONS

7. The Committee shall give adequate consideration to the following principles in carrying out its responsibilities:
 - (a) the Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business, and should ensure that the directors devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities. The Committee should ensure that changes to composition of the Board can be managed without undue disruption; and
 - (b) there shall be a formal, considered and transparent procedure for the appointment of new directors. There should be plans in place for orderly succession for appointments. All directors should be subject to re-election at regular intervals, and the reasons for the resignation or removal of any director must be explained.

8. The Committee shall:
 - (a) review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;
 - (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
 - (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 directors 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; and
 - (viii) the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive;
 - (e) to monitor the execution of the Board Diversity Policy and review the implementation and effectiveness of the Board Diversity Policy on an annual basis; to review and make recommendation to the Board on any proposed changes to the Board Diversity Policy;
 - (f) review the policy concerning the nomination of directors, as appropriate; and
 - (g) consider other matters as designated by the Board from time to time.
9. The Committee shall be provided with sufficient resources including but not limited to seeking of independent professional advice, to enable it to perform its duties.

REPORTING PROCEDURES

10. The Committee shall report to the Board on decisions or recommendations made (unless there are legal or regulatory restrictions to do so) after each meeting.
11. The Secretary shall circulate the minutes of the meetings to all members of the Committee and to all members of the Board.

POWERS OF THE BOARD

12. The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of the Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

Adopted on 19 December 2023