



MIN XIN HOLDINGS LIMITED

閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 222)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Effective from 4 February 2026)

1. Status, Purpose and Responsibility

- 1.1 The nomination committee (the “Nomination Committee”) is a sub-committee of the board of directors (the “Board”) of Min Xin Holdings Limited (the “Company”) to which the Board has delegated consideration of the matters set out in paragraph 4 below.
- 1.2 The Nomination Committee should perform the duties, including but not limited to, review the structure, size and composition of the Board, select individuals suitably qualified to become Board members, assess the independence of independent non-executive Directors, assist the board in maintaining a board skills matrix and support the regular evaluation of the Board’s performance.

2. Administrative Structure

- 2.1 The Nomination Committee will be composed of at least three individuals appointed by the Board and the majority of the members shall be non-executive directors, and at least one of the members shall be of a different gender.
- 2.2 The chairman of the Nomination Committee (the “Chairman”) shall be appointed by the Board, and shall be the chairman of the Board or an independent non-executive director. In the absence of the Chairman at any meeting, the Nomination Committee will elect one of the members present to act as the chairman of the meeting.
- 2.3 Only members of the Nomination Committee have the right to attend meetings of the Nomination Committee; however, other members of the Board or senior management may be invited to attend, as appropriate.

- 2.4 The Company Secretary of the Company shall be the secretary of the Nomination Committee and must ensure that full minutes are kept of all meetings. In the absence of the Company Secretary at any meeting, the Chairman will appoint one of the members presented or such other person as he considers appropriate to act as secretary.
- 2.5 The Nomination Committee shall be provided with sufficient resources and training programs to perform its duties.
- 2.6 The Nomination Committee must review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 2.7 The Nomination Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at the Company's expense, if it considers necessary.

3. Meetings

- 3.1 The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the Company's Articles of Association for regulating the meetings and proceedings of the Board. Two members present in person or by telephone, video or other electronic means shall be a quorum for the Audit Committee meetings until the Board has otherwise determined.
- 3.2 The Nomination Committee shall meet at least once per year. Decisions shall be determined by simple majority and, in the event of a tie, the Chairman shall have the casting vote.
- 3.3 Meetings can be convened at the request of the Chairman or a member of the Nomination Committee.
- 3.4 The meeting dates of the Nomination Committee shall be agreed in advance affording adequate notice for maximum participation.
- 3.5 Other Board members may attend meetings of the Nomination Committee by request or invitation.

4. Duties, powers and functions

- 4.1 The Nomination Committee shall perform the following duties:
- (1) 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;
 - (2) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

- (3) assess the independence of independent non-executive Directors;
 - (4) 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; and
 - (5) support the regular evaluation of the Board's performance.
- 4.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee shall ensure that the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting set out the following information:
- (1) the process used for identifying the individual and why the Board believe the individual should be elected and the reasons why it considers the individual to be independent;
 - (2) if the proposed independent non-executive director will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM, why the Board believes the individual would still be able to devote sufficient time to the Board (this paragraph will be repealed after 30 June 2028);
 - (3) the perspectives, skills and experience that the individual can bring to the Board; and
 - (4) how the individual contributes to diversity of the Board.
- 4.3 The Nomination Committee shall monitor the implementation of the "Board Diversity Policy" and report annually in the Corporate Governance Report.

5. Reporting Procedures

- 5.1 Minutes will be taken for all Nomination Committee's meetings and kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the meetings should be sent to all Nomination Committee members and other attendees of the meetings for their comment and records, within a reasonable time after the meetings.
- 5.2 The Chairman will present an oral report to the Board, at the next meeting of the Board following a meeting of the Nomination Committee, on the activities, decisions and matters within its scope of duties.
- 5.3 The minutes of the Nomination Committee's meetings shall be circulated to all members of the Board by the secretary after approval by the Chairman.