Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2371)

NOMINATION COMMITTEE

TERMS OF REFERENCE

These Terms of Reference have been issued in the English language with a separate Chinese language translation. If there is any conflict in the Terms of Reference between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

Latest Version: Updated on 26 September 2025

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NOMINATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

1.1 The nomination committee (the "Nomination Committee") of Chuanglian Holdings Limited (the "Company") was formed pursuant to the board resolution of the Company passed on 20 February 2008 by the board (the "Board") of directors (the "Director(s)") of the Company.

1.2 This terms of reference of the Nomination Committee was revised and adopted by the Board on 26 September 2025.

1.3 The revised version shall supersede any terms of reference previously adopted by the Board.

2. FUNCTIONS AND OBJECTIVES

2.1 The Nomination Committee is appointed by the Board to make recommendations on director appointments, considering candidates' qualifications and competence, thereby ensuring fair and transparent nominations.

3. MEMBERSHIP

3.1 The members of the Nomination Committee (the "Member(s)") shall be appointed by the Board from among the Directors and the majority of the Members shall be independent non-executive Directors.

3.2 The Nomination Committee should appoint at least one director of a different gender.

3.3 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.

3.4 In the absence of the Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting provided that such Member is an independent non-executive Director. The chairman of the Board shall not chair the Nomination Committee meeting when it is dealing with the matter of succession to the Chairmanship.

4. MEETINGS

4.1 The company secretary of the Company or such other person appointed by the Nomination Committee shall be the secretary of the Nomination Committee.

4.2 A quorum of the Nomination Committee shall be any two Members.

4.3 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, a Member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.

4.4 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

4.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

4.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

4.7 Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

4.8 Full minutes of Nomination Committee meetings should be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting. Such minutes of meeting shall be opened for the Board's inspection at any reasonable time on reasonable notice.

4.9 At the invitation of the Nomination Committee, the chairman of the Board and/or managing Director, head of human resources, external advisers and other persons may attend the meetings.

4.10 Only Members are entitled to vote at the meetings.

4.11 The Chairman, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Nomination Committee's duties and responsibilities require.

4.12 The Nomination Committee shall meet no fewer than one meeting a year.

5. AUTHORITY

5.1 A Member may, through the company secretary, seek professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member within this terms of reference.

5.2 The Nomination Committee shall have the right to request the Company's management to furnish any information it requires for the purposes of performing its duties.

5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

6. DUTIES & RESPONSIBILITIES

The Nomination Committee shall have the following duties and responsibilities: –

6.1 to develop, review and implement, as appropriate, the (i) nomination policy and (ii) succession plan policy for the Board's consideration and approval;

6.2 to 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;

6.3 identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;

6.4 assess the independence of independent non-executive Directors;

6.5 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;

6.6 support the Company's regular evaluation of the Board's performance;

6.7 report and set out in the circular to shareholders of the Company and/or the explanatory statement accompanying the notice of the relevant general meeting, where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting:

(a) the process used to identify the individual, and the reasons why the Board believes the individual should be elected and why the individual is considered to be independent;

(b) in the case of a proposed independent non-executive director holding his/her seventh (or more) directorship of an issuer listed on the Main Board or GEM, the reasons why the Board believes that the individual will be able to devote sufficient time to the Board;

(c) the perspectives, skills, and experience that the individual can bring to the Board; and

(d) how the individual will contribute to the diversity of the board.

7. REPORTING PROCEDURES

7.1 The secretary shall circulate the minutes of meetings and reports of the Nomination Committee to all Members.

7.2 The Nomination Committee shall report at the forthcoming regular Board meeting any key decisions made by the Nomination Committee.

8. PUBLICATION OF THE TERMS OF REFERENCE

8.1 The terms of reference shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company. It is also available at the Company's principal place of business in Hong Kong open for inspection by the shareholders during normal business hours. A copy of the terms of reference will be made available to any person without charge upon request.