

**Zhonggan Communication (Group) Holdings Limited**  
**中赣通信(集團)控股有限公司**

(the “**Company**”)

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 2545)

**TERMS OF REFERENCE OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS OF THE COMPANY**

**1. Constitution**

The executive committee (the “**Committee**”) of the board of directors (the “**Directors**”) of the Company (the “**Board**”) is established at the Board meeting held on 23 December 2025.

**2. Membership**

- 2.1. Members of the Committee shall be appointed by the Board from among its members. The Committee must consist of not less than two (2) members (excluding non-executive Directors of the Company).
- 2.2. The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board. Meetings of the Committee (the “**Meeting(s)**”) shall be convened and chaired by the Chairman. In the absence of the Chairman at a Meeting, the attending members may elect among themselves a member to convene and chair the Meeting.
- 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 membership or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

### **3. Meetings of the Committee**

- 3.1. The Committee shall only convene Meetings as required for the affairs of the Company, and there shall be no fixed limit on the number of Meetings. Any Committee member may request additional Meetings to be held.
- 3.2. The quorum for a meeting shall be two (2) members of the Committee.
- 3.3. 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).
- 3.4. Members may attend a Meeting either in person or through electronic means of communication or in such other manner as the members may agree.
- 3.5. Resolutions of the Committee shall be passed, if being made during a meeting, by a majority of votes of the members of the Committee attending such meeting. The chairman of the Committee shall have a second or casting vote when an equality of votes occurs.
- 3.6. A resolution in writing passed and signed by all members of the Committee shall be valid, and the validity shall be the same as any resolution passed in the meeting held.
- 3.7. Members must abstain from voting in respect of any resolution which he/she is an interested party.
- 3.8. Full minutes of Meetings shall 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 meeting shall be sent to all members of the Committee for their comment and records, within a reasonable period of time after conclusion of the Meeting.

#### **4. Alternate Committee members**

A Committee member may not appoint any alternate.

#### **5. Authority of the Committee**

5.1. The Committee may exercise the following powers:

- 5.1.1. to seek any information it requires from any employee of the Company and its subsidiaries (collectively, the “**Group**”) and any professional advisers, to require any of them to prepare and submit reports and to attend Meetings and to supply information and address the questions raised by the Committee;
- 5.1.2. to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference 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 fulfil its duties and should be provided with sufficient resources to discharge its duties;
- 5.1.3. to review annually these terms of reference and their effectiveness in the discharge of the duties of the Committee and to make recommendation to the Board any changes it considers necessary; and
- 5.1.4. 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

The duties of the Committee shall be:

- 6.1. to determine the organizational structure of the Company's internal management, including the establishment, dissolution, or alteration of the functions or number of the Company's departments;
- 6.2. to determine the appointment, replacement, or recommendation of members of the boards of directors of subsidiaries or associates (if any) or joint ventures (if any);
- 6.3. to approve the establishment or dissolution of subsidiaries or associates or joint ventures (excluding those require the approval from the Board and/or the independent directors or are subject to the announcement and/or shareholders' approval requirement(s));
- 6.4. to approve transactions of the Group (excluding any transaction that is subject to announcement and/or shareholders' approval under applicable laws and regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")));
- 6.5. to determine and handle the following matters, provided that the relevant matters will not trigger the Company's obligation to make announcements under applicable laws and regulations or the Listing Rules:
  - to determine and handle appropriate financing and related activities with banks and the corresponding provision of financial assistance to subsidiaries or associates (if any) or joint ventures (if any) or third parties;
  - to review all investments and major capital expenditures proposed by subsidiaries, and to assess their significance in terms of nature or cost;
  - to plan, approve and execute acquisitions or disposals, and to approve major proposals;
  - to direct and execute opportunities for developing new businesses beyond existing business; and

- to affix the Company's seal to any instruments or documents relating to any of the foregoing matters and to approve the execution of such instruments or documents by one or more Directors of the Company.

6.6. to oversee the formulation, revision, and implementation of the Company's strategies;

6.7. to oversee the execution of the Company's business plans and business operations;

6.8. to oversee the operations of subsidiaries;

6.9. to approve the authorization scope of the Company's senior management and any changes thereto;

6.10. to approve the withdrawal from businesses and investment projects (excluding any transaction that is subject to announcement and/or shareholders' approval under applicable laws and regulations or the Listing Rules); and

6.11. to handle any other specific matters authorized by the Board to the Committee.

## **7. Annual general meeting**

The Chairman 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.

## **8. Powers of the Board**

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 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.

## **9. Publication of the terms of reference of the Committee**

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 of Hong Kong Limited.

Adopted on 23 December 2025

*NOTE: This terms of reference has been translated into Chinese. In case of discrepancies between the English version and Chinese versions, the English version shall prevail.*