China Glass Holdings Limited
Terms of Reference and Rules of Procedures of the Nomination Committee

(effective on 30 March 2026)

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1. General Provisions

A China Glass Holdings Limited (the "**Company**") is committed to upholding good corporate governance standards. To enhance the decision-making function of the board of directors of the Company (the "**Board**"), establish a fair and effective nomination and incentive system, and further improve corporate governance, the Board has specially established the Nomination Committee (the "**Committee**") and formulated these terms of reference, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and its Appendix C1 the Corporate Governance Code, as well as the Company's Articles of Association and other relevant provisions.

B These rules will be reviewed and amended by the Company from time to time to ensure the effectiveness of the Committee's work.

C The Committee will ensure the implementation of and compliance with these rules.

2. Committee

A The Committee shall comprise at least three directors, two-thirds of whom shall be independent non-executive directors.

B Members of the Committee ("**Member**" or "**Members**") shall be nominated by the chairman of the Board, or more than one-half of the independent non-executive directors, or one-third of all directors, subject to the approval by resolution of the Board.

C The Committee shall have one chairman ("**Chairman**") to be acted by a member who is an independent non-executive director or the chairman of the Board (where the chairman is a Member), responsible for presiding over the work of the Committee. The Chairman shall be elected by the Committee and the result shall be reported to the Board for approval.

D The term of office of a Member shall be consistent with their term as a director and shall be eligible for re-election upon expiration of the term. During which if Members no longer act as directors of the Company, they shall automatically lose their office as Members and the vacancies shall be filled in accordance with paragraph B referred to above.

E The Committee shall have a working group ("**Working Group**") which may be composed of relevant personnel from the office of the board of directors of the Company and other persons deemed appropriate by the Committee. The Working Group shall be responsible for data collection and research, daily liaison and meeting arrangements, etc. In respect of items that are to be drawn up by the Committee, the Working Group shall issue a draft for discussion at the Committee's meetings. As for items that are subject to review by the Committee, the Working Group shall collect sufficient data and information relating to the draft to be reviewed for the Committee's decision-making.

F The Committee may appoint the company secretary or a professional within the Company to act as the secretary to the Committee ("**Committee Secretary**").

3. Responsibilities, Powers and Functions

The Committee is a special body established under the Board and is authorized by the Board to investigate any activity within its terms of reference and is granted the authority to seek any information it requires from any employees. All employees are directed to cooperate as requested by members of the Committee. Its specific responsibilities, powers and functions include:

A to examine the structure, number of members and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;

B to identify persons with suitable qualifications for directorship, select and nominate the relevant persons for directorship and give advice to the Board;

C to assess the independence of independent non-executive directors and review the independent non-executive directors' confirmation on their independence;

D to make recommendations to the Board on the appointment or re-appointment of directors and the succession planning for directors (particularly the chairman of the Board and the chief executive officer);

E to seek advice from independent professional bodies in performing its duties when necessary;

F to report to the Board its decisions or recommendations (unless otherwise prohibited by legal or regulatory restrictions) and prepare a summary of the Committee's work for the year (including policies, procedures, selection criteria and recommendation guidelines for the selection and nomination of candidates for directors adopted by the Committee during the year) to be contained in the Company's Corporate Governance Report; and

G other matters authorized by the Board.

4. Rules of Procedures

A Meetings of the Committee shall include regular meetings and ad hoc meetings. Regular meetings shall be convened at least once a year, whereas ad hoc meetings may be convened upon the proposal by any Member. Notice of meetings shall be given to all Members in seven days prior to the regular meetings and three days prior to the ad hoc meetings. The quorum for meetings shall be not less than two-thirds of the Members.

B If Members are unable to attend the meeting, they may appoint another Member or, with the approval of the Chairman, another director to attend the meeting and exercise the voting right on their behalf (Members who are independent non-executive directors may only appoint another independent non-executive director to act on their behalf), whereas the Chairman may appoint another director to attend the meeting on his behalf upon the approval of the chairman of the Board . Members who have neither attended the meeting in person nor appointed another person to attend the meeting on their behalf are considered to be absent from the relevant meeting. Members who are absent from the meeting for two consecutive times are considered to be unable to perform their responsibilities and powers properly and the Board may remove such Members from their duties.

C Meetings shall be presided over by the Chairman and the Chairman, if unable to attend, may appoint another Member to preside over the meeting.

D If necessary or appropriate, with the approval of the Chairman, the Committee may invite other directors and senior management to sit in on the meetings or summon other persons relating to the proposed resolutions to the meeting to give briefing and advice, but such attendees shall have no voting rights.

E The Committee shall be provided by the Company with sufficient resources to perform its duties. It is authorized by the Board to obtain independent professional advice necessary for the performance of its responsibilities and the expenses incurred shall be borne by the Company.

F The Committee shall maintain minutes of the meeting where Members attending the meeting shall sign on the minutes The minutes shall be organized, maintained and copied to the company secretary by the Committee Secretary for information of the Board. The initial and final draft of minutes shall be delivered to all Members successively within a reasonable period of time after the meeting for their comments and records respectively.

G Resolutions and voting results adopted at the meeting shall be reported to the Board in writing. Minutes and reports of the meeting may be made available to all members of the Board for perusal.

H Members attending the meeting shall keep confidential of all matters discussed at the meeting and no unauthorized disclosure of relevant information is permitted.

5. Decision-making Procedures

A The Working Group shall be responsible for undertaking preparatory work for the Committee's decision-making and organizing relevant materials of the Company.

B The Committee may vote on a show of hands or on a poll at the meetings. Ad hoc meetings may be convened in the form of communications over the resolutions. Each Member has one voting right. Resolutions adopted at the meeting shall be passed by more than one-half of all Members.

C Where resolutions are voted on by way of communications at ad hoc meetings, Members who have signed on the resolutions shall be considered to have attended the relevant meeting and agreed to the contents of the resolutions.

6. General Information

A The Committee shall, in accordance with the requirements of Appendix C1 the Corporate Governance Code to the Listing Rules, publish its terms of reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website, explaining its role and the powers delegated to it by the Board.

B The Chairman (in his absence, another Member) shall be available to attend the annual general meetings of the Company to answer questions thereat.