China Fortune Holdings Limited
中國長遠控股有限公司*

(Incorporated in Bermuda with limited liability, carrying on business in H.K. as CFH Limited)

(Stock Code: 110)

(the "Company")

Nomination Committee — Terms of Reference

(Approved and adopted by the Board on 27 February 2012 and revised on 26 March 2019, 31 May 2022 and 29 August 2025)

1. Members

1.1 The nomination committee should be established by the board of the Company (the "Board"). It should comprise a majority of independent non-executive director, with at least one member of a different gender.

1.2 The nomination committee must be chaired by the chairman of the Board or an independent non-executive director within the nomination committee and appointed by the Board.

2. Secretary

2.1 The company secretary of the Company shall act as the secretary of the nomination committee.

2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

3. Meeting

3.1 The member of nomination committee can call for a meeting anytime when it is necessary. The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

* *For identification purpose only*

3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.

3.4 Meeting can be attended in person or via electronic means including telephonic or video conferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

3.5 The resolution of the nomination committee should be passed by more than half of the members.

3.6 The resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed in the meeting held.

3.7 Full minutes of nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

4.1 Upon the invitation from the nomination committee, the chairman of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.

4.2 Only the member of the nomination committee can vote in the meeting.

5. Annual General Meeting

5.1 The chairman of nomination committee or (if absent) the other member of nomination committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handled the shareholders' enquiry on the activities and responsibilities related to the nomination committee.

6. Authority

6.1 The nomination committee is authorized to request the employee of the Company to provide any information within the scope of its duties.

6.2 The nomination committee should have access to independent professional advice at the Company's expense, and to ensure the independent party possessing a relevant experience and profession to attend the meeting if necessary, to perform its responsibilities as a member of the nomination committee.

Remark: the independent professional advice can be sought via the company secretary.

6.3 The nomination committee should be provided with sufficient resources to perform its duties.

7. Duties and Powers

The nomination committee shall have the following duties and powers:

7.1 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;

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

7.3 assess the independence of independent non-executive directors;

7.4 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;

7.5 to review and assess the time required from a director to perform his or her duties and ability to discharge his or her responsibilities effectively, ensure that every director can devote adequate time and make contributions to the Company that are commensurate with their role and Board responsibilities;

7.6 support the issuer's regular evaluation of the board's performance at least every two years;

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

(a) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;

(b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still 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 contributes to diversity of the board.

7.8 assist the Board in reviewing the implementation and effectiveness of the Company's policy on board diversity on an annual basis; and

7.9 review and disclose the policy for the nomination of directors in the summary of work performed by the nomination committee during the year in the corporate governance report.

8. Declaration responsibility

8.1 The nomination committee shall report to the Board every time after any meeting of the nomination committee.

8.2 The nomination 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 Exchange's website and Company's website.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.