CR Construction Group Holdings Limited
華營建築集團控股有限公司

(a company incorporated in Cayman Islands with limited liability)

NOMINATION COMMITTEE
TERMS OF REFERENCE

1. Constitution

1.1 CR Construction Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") was incorporated in the Cayman Islands on 20 July 2017. Its shares were listed on The Stock Exchange of Hong Kong Limited ("**HKEX**") on 16 October 2019.

1.2 The Company has established a nomination committee (the "**Committee**") and adopted the terms of reference as set out herein in compliance with the requirements of the Rules Governing the Listing of Securities on HKEX (the "**Listing Rules**") and the code provisions of the Corporate Governance Code (the "**CG Code**") issued by HKEX.

2. Membership and Quorum

2.1 The Committee shall be appointed by the Board from among the directors of the Company and shall consist of not fewer than three members, with at least one member of a different gender. A majority of the members shall be independent non-executive directors of the Company. The quorum for meetings shall be two members.

2.2 The chairman of the Committee shall either be the chairman of the Board or an independent non-executive director of the Company and shall be appointed by the Board.

2.3 The members of the Committee shall be listed in the Company's annual report to shareholders.

3. Authority and Duties

3.1 The authority of the Committee is derived from the Board; therefore, the Committee is obliged to report to the Board on its decisions or recommendations.

3.2 The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Company should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.

3.3 Without prejudice to any requirements under the CG Code, the duties of the Committee include but not limited to the following:

(a) to formulate, review and implement, as appropriate, the nomination policy (the "**Nomination Policy**") for the Board's consideration and approval; and to make disclosure of the Nomination Policy in the corporate governance report of the Company annually (the "**CG Report**");

(b) to review the structure, size, composition (including but not limited to the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board at least annually, assist the Board in maintaining a board skill matrix and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy;

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

(d) to receive nominations from shareholders or directors of the Company when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;

(e) to assess the independence of the independent non-executive directors of the Company and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the CR Report;

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

– the process used by identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;

– the proposed independent non-executive director will not be holding more than six listed company directorships;

– the perspectives, skills and experience that such individual can bring to the Board; and

– how such individual contributes to diversity of the Board;

(g) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman of the Board and the chief executive of the Group, and periodically review the succession plan;

(h) to regularly assess and disclose its assessment of each director's time commitment and contribution to the Board, taking into consideration their professional qualifications and work experience, listed issuer directorships, other significant external time commitments and other factors or circumstances relevant to their character, integrity, independence and experience;

(i) to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management of the Group;

(j) to develop and review the policy of the Board on diversity (the "**Board Diversity Policy**") and measurable objectives for implementing such policy from time to time as adopted by the Board and to review progress on achieving the objectives; and to make disclosure on the Board Diversity Policy in the CG Report;

(k) to consider other topics and review other documents as may be reasonably requested by the Board from time to time.

(l) to support the regular evaluation of the performance of the Board;

(m) to support the Company's regular evaluation of the Board's performance;

(n) to do any such things to enable the Committee to discharge its duties; and

(o) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation, rules and regulations.

4. Consultation

4.1 The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company, have access to independent professional advice to perform its responsibilities where it considers necessary.

5. Secretary

5.1 The secretary of the Company (or his/her delegate) shall be the secretary of the Committee (the "**Secretary**").

6. Meetings

6.1 The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet not less than once a year.

6.2 The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

7. Reporting Procedures

7.1 Minutes of each Committee's meeting should be kept by the Secretary and should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the Committee's meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.

7.2 The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

Adopted by the Board on 30 June 2025

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