
**Terms of Reference for the
Corporate Governance Committee of
Linklogis Inc. (the “Company”)**

Definitions

1. For the purposes of these terms of reference (these “**Terms**”):

Board means the board of directors of the Company;

Company Secretary means any one of the joint company secretaries of the Company;

Compliance Adviser means the compliance adviser of the Company;

Directors means the directors of the Board;

Group means the Company and its subsidiaries and companies consolidated for accounting purposes;

Listing Rules means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

Corporate Governance Committee means the corporate governance committee established by the resolution of the Board in accordance with clause 3 of these Terms;

Senior Management means the chief executive officer, principal of investment, chief financial officer, principal of sales, principal of research and development, principal of finance and any other officers of the Company appointed by the Board from time to time; any other officers of the Company whose remuneration package is, or is proposed to be, more favourable than that of any officer appointed by the Board; and any other employees of the Company as may be determined by the Company’s Remuneration Committee as part of senior management;

Shareholders means the shareholders of the Company;

Stock Exchange means The Stock Exchange of Hong Kong Limited;

weighted voting rights means the voting power attached to a share of a particular class that is greater or superior to the voting power attached to an ordinary share, or other governance right or arrangement disproportionate to the beneficiary’s economic interest in the equity securities of the Company; and

WVR means a structure adopted by the Company that results in weighted voting rights.

Constitution

2. The Corporate Governance Committee was established by the resolution of the Board on March 22, 2021.

Membership

3. The Corporate Governance Committee shall be comprised entirely of independent non-executive Directors. The chairman and members of the Corporate Governance Committee shall be appointed by the Board from time to time and shall consist of not less than three members. The quorum of the Corporate Governance Committee meeting shall be any two members of the Corporate Governance Committee.
4. The chairman of the Corporate Governance Committee shall be an independent non-executive Director.
5. The term of office of a member of the Corporate Governance Committee shall correspond to that of a Director. During the term of office, any member of the Corporate Governance Committee who ceases to hold office as a Director will automatically be disqualified as a member of the Corporate Governance Committee and the Board shall appoint a replacement in accordance with clause 3 of these Terms.

Frequency and procedure of meetings

6. Unless otherwise stated herein, the meetings of the Corporate Governance Committee are governed by the relevant provisions contained in the Company's articles of association for regulating the meeting and proceedings of Directors.
7. Meetings of the Corporate Governance Committee shall be held at least once a year. The chairman of the Corporate Governance Committee shall convene a meeting upon request by any member of the Corporate Governance Committee. The meeting shall be chaired by the chairman of the Corporate Governance Committee. In the absence of the chairman of the Corporate Governance Committee, the other members present shall elect one of them to chair the meeting.
8. An agenda and accompanying Corporate Governance Committee papers should be sent in full to all members of the Corporate Governance Committee in a timely manner and at least three days before the intended date of a meeting of the Corporate Governance Committee (or such other period as agreed by the Corporate Governance Committee).
9. The Company Secretary shall be the secretary of the Corporate Governance Committee.

Authority

10. The Corporate Governance Committee is authorized by the Board to discharge its duties within these Terms. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with the Corporate Governance Committee.
11. The Corporate Governance Committee is authorized by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers it necessary. The Corporate Governance Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external corporate governance consultant who advises the Corporate Governance Committee.

Duties

12. The duties of the Corporate Governance Committee shall include:
- (a) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
 - (b) reviewing and monitoring the training and continuous professional development of the Directors and the Senior Management;
 - (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the Directors and the employees of the Group (excluding for this purpose any special purpose bankruptcy remote entity);
 - (e) reviewing the Company's compliance with the Corporate Governance Code under the Listing Rules and disclosure in the Corporate Governance Report as required under the Listing Rules;
 - (f) reviewing and monitoring whether the Company is operated and managed for the benefit of all its Shareholders;
 - (g) confirming, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Listing Rule 8A.17 have occurred during the relevant financial year;
 - (h) confirming, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Listing Rules 8A.14, 8A.15, 8A.18 and 8A.24 throughout the year;
 - (i) reviewing and monitoring the management of conflicts of interests and making a recommendation to the Board on any matter where there is a potential conflict of interest between a member of the Group and/or Shareholders (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;
 - (j) reviewing and monitoring all risks related to the Company's WVR structure, including connected transactions between a member of the Group on one hand and any beneficiary of weighted voting rights on the other and making a recommendation to the Board on any such transaction;
 - (k) making a recommendation to the Board as to the appointment or removal of the Compliance Adviser;
 - (l) seeking to ensure effective and on-going communication between the Company and its Shareholders, particularly with regards to the Company's compliance with Section E "Communication with Shareholders" of Appendix 14 of the Listing Rules;

- (m) reporting on the work of the Corporate Governance Committee on at least a half-yearly and annual basis covering all areas of its terms of reference; and
- (n) disclosing, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (k) above in the report referred to in sub-paragraph (m) above.

Reporting procedures

- 13. Full minutes of the Corporate Governance Committee's meetings shall be kept by the Company Secretary or a representative appointed by the Company Secretary, and such minutes shall be made available for inspection at any reasonable time on reasonable notice by any Director.
- 14. Minutes of meetings of the Corporate Governance Committee shall record in sufficient detail the matters considered by the Corporate Governance Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of such minutes should be sent to all members of the Corporate Governance Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 15. Without prejudice to the generality of the duties of the Corporate Governance Committee set out in these Terms, the Corporate Governance Committee shall (directly or through any persons so authorized by the Corporate Governance Committee to do so on its behalf) report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so.
- 16. The Corporate Governance Committee shall present a summary to the Board which addresses the work performed by the Corporate Governance Committee with regards to these Terms, for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, and such summary will form part of the Corporate Governance Report.

Provision of these Terms

- 17. The Corporate Governance Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.