LINK HOLDINGS LIMITED
華星控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE OF THE NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Revised and adopted by resolutions of the Board of Directors passed on 5 December 2025

* *For identification purposes only*

LINK HOLDINGS LIMITED
華星控股有限公司*
(the "**Company**")

Terms of Reference of the Nomination and Corporate Governance Committee

1. Constitution

1.1 The board (the "**Board**") of directors (each a "**Director**") of the Company resolved to establish a nomination and corporate governance committee (the "**Committee**") on 20 June 2014.

2. Chairman, Membership and Secretary

2.1 The Committee shall comprise not less than three Directors appointed by the Board from time to time. The majority of the members of the Committee shall be independent non-executive Directors. At least one of the members of the Committee shall be of a different gender.

2.2 The chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an independent non-executive Director.

2.3 The term of office of a member of the Committee shall be determined by the Board. The appointment of the members of the Committee may be revoked by the Board. An appointment of a Committee member shall be automatically revoked if such member ceases to be a member of the Board.

2.4 Saves as otherwise appointed by the Committee, the Company Secretary shall be the secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary of the Committee.

2.5 Each member shall disclose to the Committee:

(i) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or

(ii) any potential conflict of interest arising from a cross-directorship.

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Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

3. Frequency and Proceedings of Meetings

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

3.1 Attendance at Meetings

(i) Only Committee members have a right to attend Committee meetings. The other Directors and any person whom the Chairman of the Committee considers appropriate may be invited to attend meetings of the Committee. However, they cannot be counted towards the quorum and to vote for any matter to be resolved by the Committee.

(ii) Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participating in such a meeting shall constitute presence in person at such meeting.

3.2 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

3.3 Meetings of the Committee shall be summoned by the Chairman of the Committee or by the secretary of the Committee at the request of any Committee member.

3.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and other relevant documents, shall be sent, in full, to all members of the Committee, the Chief Executive Officer of the Company, the Chief Financial Officer of the Company, any other person required to attend and all other executive and non-executive Directors, in a timely manner and at least five working days prior to the intended date of the Committee meeting.

3.5 The Chairman of the Committee shall chair the meetings of the Committee. In the absence of the Chairman, the Committee members present at the meeting shall elect one amongst themselves to chair the meeting.

3.6 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive Director. Any member of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing and speaking with each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.7 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present and entitled to vote shall represent an act of the Committee. In the case of equality of votes, the Chairman of the meeting shall have a casting vote.

3.8 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions. A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one (1) or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

3.9 Management is obliged to provide the Committee with adequate and timely information, which is accurate, clear, complete and reliable, to enable the Committee to make informed decisions. Each Committee member has separate and independent access to the Company's senior management and has free access to Board papers and related materials. To fulfil their duties properly, the Committee members may not, in all circumstances, be able to rely purely on information provided voluntarily by the management and they may need to make further enquiries. Where any Committee member requires more information than is volunteered by the management, that Committee member should make further enquiries where necessary.

4. Duties, Powers and Functions

The Committee shall:

(a) review the structure, size and composition (including the skills, knowledge, experience, qualifications, gender, age, culture, education, independence and diversity of perspectives) 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;

(b) review the policy on Board diversity (the "**Board Diversity Policy**"), including any measurable objectives that has been set for implementing the Board Diversity Policy from time to time, to review and to monitor the progress on achieving those objectives and to ensure disclosure of such policy or summary of such policy in the annual reports of the Company in accordance with the requirements under the Rules Governing the Listing of Securities on GEM ("**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**");

(c) develop, review and implement, as appropriate, the policy of the nomination of Directors (the "**Board Nomination Policy**"), which shall include the nomination procedures and the progress and criteria adopted by the Committee to select and recommend candidates for directorship, for the Board's consideration and approval, and to ensure the disclosure of such policy or summary of such policy in the annual reports of the Company in accordance with the requirements under the GEM Listing Rules;

(d) 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, having due regards to the Board Diversity Policy, the Board Nomination Policy and taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

(e) assess the independence of independent non-executive Directors on appointment/re-appointment having regard to the relevant guidelines or requirements of the GEM Listing Rules in place from time to time;

(f) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the Chief Executive Officer of the Company;

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

(h) assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments[Note (a)] of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience[Note (b)], and ensure the disclosure of the same in the annual reports of the Company in accordance with the requirements under the GEM Listing Rules;

(i) if an independent non-executive Director has served more than nine years, and such Director's further appointment is recommended by the Committee, the Committee shall report to the Board the reasons why the Committee believes that the Director is still independent and should be re-elected, including the factors considered, the process and discussion of the Committee in arriving at such determination.

(j) where the Committee recommends to the Board on the appointment, re-appointment or succession of an individual as an independent non-executive Director, the Committee shall report to the Board the following:

    (i) the process used for identifying the individual, the reasons of the Committee's recommendation, the Committee's view as to whether the individual is independent and the reasons thereof;

    (ii) if the proposed independent non-executive Director will be holding his seventh (or more) directorship of an issuer listed on GEM or the Main Board, the Committee's view as to whether the individual would be able to devote sufficient time to the Board and/or Board committee(s) and the reasons thereof;

    (iii) the Committee's view on the perspectives, skills and experience that the individual would bring to the Board; and

    (iv) the Committee's view on the individual's contribution to the diversity of the Board; and

(k) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

(l) review and monitor the training and continuous professional development of directors and senior management;

(m) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(n) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;

(o) review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report; and

(p) consider other topics, as defined by the Board from time to time.

The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised, upon reasonable request, to obtain external legal or other independent professional advice in appropriate circumstances to perform its responsibilities and to secure the attendance of such independent professional adviser(s) with relevant experience and expertise, at the Company's expense, if it considers necessary.

5. Minutes and Reporting Procedures

5.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Committee member. Minutes of Committee meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the members of the Committee or dissenting views expressed.

5.2 The secretary of the Committee shall circulate draft and final versions of minutes of the Committee meetings or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively as soon as practicable within a reasonable time after the conclusion of Committee meeting or the passing of the written resolutions.

5.3 Chairman of the Committee who chair the meetings or other member of the Committee who is authorised by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

6. Annual General Meeting

The Chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, should attend the annual general meetings of the Company. Such person(s) attending should be available to answer relevant questions at the annual general meetings of the Company on the Committee's activities and their responsibilities.

7. Publication of the Terms of Reference of the Committee

These terms of reference of the Committee will be made available on the websites of the Company and the Stock Exchange.

8. Interpretation

Interpretation of these terms of reference shall belong to the Board.

Notes:

(a) For the purpose of these terms of reference, "significant external time commitments" includes all external commitments beyond directorship roles on issuers listed on the Main Board or GEM that involve significant time commitment. This includes, for example, directorships of issuers listed on an exchange other than the Main Board or GEM, full-time occupations, major consultancy work, major public service commitments, directorships of and involvement in statutory bodies or non-profit organisations.

(b) For the purpose of these terms of reference, "other factors or circumstances relevant to the Director's character, integrity, independence and experience" includes any change or development in the Director's individual situation or circumstance that should reasonably be taken into account in assessing whether he or she is able to effectively discharge his or her duties.

(c) If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.