HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

(Incorporated in Cayman Islands with limited liability)

(the "**Company**")

(Stock code: 969)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

Below are the Terms of Reference of the Nomination Committee of the Company first established on 23 March 2012 and the latest amended version to take effect on 1 July 2025 pursuant to resolutions of the board (the "Board") of directors (the "Directors") of the Company in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Constitution/Functions

1. The Board has resolved to establish a committee of the Board to be known as the Nomination Committee to make recommendations to the Board so as to ensure that all nominations are fair and transparent. The terms of reference of the Nomination Committee were first adopted to take effect on 23 March 2012, and were subsequently revised on 1 January 2019 and 1 July 2025, respectively.

Membership

2. The majority of the members of the Nomination Committee should be independent non-executive directors. The Company shall appoint at least one Director of a different gender to the Nomination Committee. A quorum shall be two members.

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

Secretary

4. The company secretary shall be the secretary of the Nomination Committee.

5. The Nomination Committee may from time to time appoint any person with appropriate qualification and experience as the secretary of the Nomination Committee.

Meetings

6. The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the Company's Bye-laws.

7. Meetings shall be held at least once a year.

Attendance at Meetings

8. The Nomination Committee may invite the chairman of the Board, the other members of the Board, external advisors and other person to attend any meetings of the Nomination Committee.

9. Only the members of the Nomination Committee are entitled to vote at the meetings.

Annual General Meetings

10. The chairman of the Nomination Committee or in his/her absence, another member of the Committee, shall attend the Group's annual general meeting and be prepared to respond to shareholders' questions.

Authority

11. The Nomination Committee is authorised by the Board where necessary to have access to professional advice in order to perform its duties.

Duties

12.1 The duties of the Nomination Committee shall be:–

(a) to 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 to the Board regarding any proposed changes to complement the Company's corporate strategy;

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

(ii) to identify individuals suitably qualified to become senior management of the Group and select or make recommendations to the Board on the selection of, individuals nominated for senior management;

(c) to assess the independence of independent non-executive directors, having regards to the requirements under the Listing Rules;

(d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive;

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

(f) to develop and review the policy on Board diversity of the Company ("Board Diversity Policy") and any measurable objectives for implementing such Board Diversity Policy and monitor its implementation so as to ensure its effectiveness, and make recommendations on any required changes to the Board for consideration and approval, and make disclosure of its summary and the progress of its implementation in the corporate governance report;

(g) to review the "Director Nomination Policy" of the Company and to make disclosure of the summary of nomination policy in annual report of the Company annually; and

(h) 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:

(i) 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;

(ii) the perspectives, skills and experience that the individual can bring to the Board; and

(iii) how the individual contributes to diversity of the Board.

12.2 Selection Criteria:–

In evaluating and selecting any candidate for directorship, the Nomination Committee shall take into account the criteria of nomination and appointment of directors as sets out in "Director Nomination Policy" and "Diversity Policy" of the Company.

Reporting Procedures

13. The Nomination Committee shall report to the Board after each meeting on its decisions or recommendations and on matters set out in these terms of reference.

14. The secretary shall circulate the draft and final minutes of meetings and all written resolutions of the Nomination Committee to all members of the Board for their comments and records respectively, within a reasonable time after each meeting and written resolutions.

Note: This document has been translated into Chinese. In case of discrepancies between the English version and the Chinese version, the English version shall prevail.