



CORNERSTONE TECHNOLOGIES HOLDINGS LIMITED

基石科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8391)

NOMINATION COMMITTEE TERMS OF REFERENCE CONSTITUTION

1. The board (the “**Board**”) of directors (the “**Directors**”) of Cornerstone Technologies Holdings Limited (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”) at a meeting held on 19 April 2018.
2. The terms of reference of the Committee may be amended from time of time by the Board pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

MEMBERSHIP AND QUORUM

3. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from amongst the Directors. The majority of the Members must be the independent non-executive directors of the Company (“**INEDs**”), with at least one Member of a different gender.
4. A quorum shall be two Members, one of whom shall be the chairman of the Committee (the “**Chairman**”). Other Board members, apart from the Members, may have the right to attend any Committee meetings if permitted by the Chairman, though they shall not be counted in the quorum.
5. The Chairman shall be appointed by the Board and shall be either the chairman of the Board or an INED.

SECRETARY

6. The company secretary of the Company (the “**Company Secretary**”), or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

ATTENDANCE AT MEETINGS

7. (a) The Committee may invite any executive Directors, members of senior management or other individuals to attend meetings of the Committee as it considers appropriate but such executive Directors, member of senior management or other individuals are not entitled to vote at the meetings.
- (b) Subject to Term 6 above, the Company Secretary or his representative shall be the Secretary.
- (c) No Director should be involved in and shall abstain from discussion in deciding the nomination of him or his associates.

FREQUENCY OF MEETINGS

8. Meetings shall be held not less than once a year. Any of the Members may call any meetings at any time when necessary or desirable.

NOTICE OF MEETING

9. Notice of meetings shall be given to all the Members at least 7 days before the meeting.

This notice may be waived from time to time upon the unanimous agreement by all the Members. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if the adjournment is less than 14 days.

PROCEEDINGS OF MEETINGS

10. (a) The meetings and proceedings of the Committee are governed by the provisions of the Amended and Restated Memorandum and Articles of Association of the Company for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.
- (b) The Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- (c) Resolutions of the Committee shall be passed with a simple majority of votes.
- (d) A resolution in writing signed by all Members will be treated valid as if it had been passed in the meeting held by the Committee.

- (e) The Chairman, in consultation with the person responsible for human resources and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairman, with the assistance of the Secretary, shall ensure that all Members shall receive sufficient information in a timely manner to enable effective discussion at the Committee meeting. The Chairman shall, with the assistance of the person responsible for human resources, brief all Members on issues arising at each Committee meeting.

CASTING VOTE

- 11. In the case of an equality of votes, the Chairman shall have the casting vote.

AUTHORITY

- 12. The Committee is authorised by the Board to seek any necessary information from the employees of the Group which is within the Committee's scope of duties.
- 13. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

DUTIES

- 14. The duties of the Committee shall include, but not be limited to the following:
 - (a) to ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Group to enable it to discharge its duties effectively;
 - (b) to assist the Board in succession planning for the Board and senior management;
 - (c) to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, assist the Board in maintaining a board skills matrix, and to make recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve Board diversity;
 - (d) to draw up, review and update, as appropriate, the diversity policy for the Board's approval having due regard to the requirements of the GEM Listing Rules, review and update the objectives that the Board has set for implementing such policy;

- (e) to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval. Such criteria include but not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (f) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;
- (g) to assess the independence of INEDs;
- (h) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors and senior management, in particular the chairman and the chief executive officer of the Company, taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (i) to make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board by including them on the websites of the Stock Exchange and the Company;
- (j) to ensure that each Director be nominated by means of a separate resolution in the meetings of the Board and/or the general meetings of the Company, as appropriate;
- (k) to keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- (l) to evaluate the needs for, and monitor the training and development of directors;
- (m) to develop the procedures for the performance evaluation of the Board committees:
 - i. review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - ii. recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable; and
 - iii. review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes;

- (n) to support the Company's regular evaluation of the Board's performance; and
 - (o) to do any such things to enable the Committee to perform its functions conferred on it by the Board.
15. Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.
 16. The Chairman or in the absence of the Chairman, another Member or failing this, his duly appointed delegate, should be available to answer questions at the annual general meeting.

REPORTING PROCEDURES

17. The Secretary or his representative shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all Members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions limiting the circulation or the making of these reports.
18. The Committee shall report to the Board of its findings, decisions and recommendations.
19. The Chairman who chair the meetings or other Member who is authorised by the Chairman to chair the meetings shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
20. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

INTERPRETATION

21. Interpretation of these terms of reference shall be at the absolute discretion of the Board.

(The English version shall always prevail in case of any inconsistency between the English version and its Chinese translation.)

Last revised on 30 March 2026