



CHINA TANGSHANG HOLDINGS LIMITED

中國唐商控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE COMPANY (THE “COMMITTEE”)

(Amended and adopted by the Board on 24 June 2025)

MEMBERSHIP

1. Members of the Committee shall be appointed by the Board from amongst the directors of China Tangshang Holdings Limited (the “Company”) and shall consist of not less than three members and a majority of whom shall be independent non-executive directors, with at least one member of a different gender.
2. The Chairman of the Committee shall be appointed by the Board. The Chairman of the Committee should be the Chairman of the Board or an independent non-executive Director of the Company.
3. The Company Secretary or any other person with appropriate qualification and experience appointed by the Committee from time to time shall act as the Secretary of the Committee.
4. The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

FREQUENCY AND PROCEEDINGS OF THE COMMITTEE

5. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
6. The chairman of the Committee may convene additional meetings at his discretion.
7. The quorum of a meeting shall be two members of the Committee.
8. The Committee may, from time to time, invite independent professional advisors to the meeting, at the Company’s expense, including but not limited to external advisers or consultants to advise its members.

9. Proceedings of meetings of the Committee shall be governed by the provisions in the Bye-Laws of the Company.

WRITTEN RESOLUTION

10. Written resolutions may be passed by all Committee members in writing.

DUTIES, POWERS AND FUNCTIONS

11. The duties of the Committee shall be:

- a. to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- b. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- c. to assess the independence of independent non-executive directors;
- d. to develop and review, as appropriate, the policy for the diversity of the Board ("Board Diversity Policy"); and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
- e. to develop and review, as appropriate, the policy for the nomination of directors ("Nomination Policy"). The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
- f. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
- g. to do any such things or acts to enable the Committee to discharge its duties and functions conferred on it by the Board; and
- h. to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the articles of association of the Company or imposed by relevant applicable legislation and regulations.

REPORTING PROCEDURE

12. The Committee shall 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 the findings and recommendations of the Committee to the Board.

PUBLICATION PROCEDURE

13. The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Company and The Stock Exchange of Hong Kong Limited's website.

POWER OF THE BOARD

14. The Board may, subject to compliance with the Bye-Laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (including the Corporate Governance Code set out in the Listing Rules or if adopted by the Company), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.