



BEST LINKING GROUP HOLDINGS LIMITED

永聯豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”, together with its subsidiaries, the “**Group**”)

(**Stock Code: 9882**)

TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE COMMITTEE

(As adopted by the Company at a meeting of the board of directors held on 31 March 2022

and revised on 20 September 2023)

1. CONSTITUTION

1.1 The corporate governance committee of the Company (the “**Corporate Governance Committee**”) is established, with the authority, responsibility and specific duties as described below, pursuant to a resolution passed by the Company’s board of directors (the “**Board**”) at its meeting held on 31 March 2022.

2. MEMBERSHIP

2.1 Members of the Corporate Governance Committee (the “**Members**”) shall be appointed by the Board.

2.2 The Members shall consist of executive directors, non-executive directors and/or independent non-executive directors of the Company.

2.3 The chairman of the Corporate Governance Committee shall be appointed by the Board.

3. CORPORATE GOVERNANCE DUTIES

3.1 The Corporate Governance Committee, in performing the corporate governance functions will take full account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

3.2 The corporate governance duties of the Corporate Governance Committee shall be, inter alia, to:–

3.2.1 develop and review the Group’s policies and practices on corporate governance and make recommendations to the Board;

3.2.2 review and monitor the training and continuous professional development of the directors and senior management;

3.2.3 review and monitor the Group’s policies and practices on compliance with legal and regulatory requirements;

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

3.2.5 review the Company's compliance with the Corporate Governance Code (Appendix 14 to the Listing Rules) and disclosure in the Corporate Governance Report of the annual reports.

4. REPORTING PROCEDURE

4.1 The Corporate Governance Committee shall report to the Board on a regular basis and after such meeting on all matters within its responsibilities, unless there are legal or regulatory restrictions on their ability to do so (such as restrictions on disclosure due to regulatory requirements).

5. PUBLICATION OF THE TERMS OF REFERENCE

5.1 These terms of reference will be posted on the website of The Stock Exchange of Hong Kong Limited and the Company.

If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.