



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**”)

(**Stock Code: 8617**)

TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE COMMITTEE

(As adopted and effective on 31 March 2022 by the Company
at a meeting of the board of directors held on 22 March 2022)

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 22 March 2022 and adopted and effective 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 GEM of The Stock Exchange of Hong Kong Limited (the “**GEM 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 Company’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 Company'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 15 to the GEM Listing Rules) and disclosure in the Corporate Governance Report.

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 restriction 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.