



MININGLAMP
TECHNOLOGY

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明略科技

*(A company controlled through weighted voting rights and registered by way of continuation
in the Cayman Islands with limited liability)*

(Stock Code: 2718)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. GENERAL

- 1.1. The nomination committee (“**Committee**”) is a sub-committee of the board (“**Board**”) of directors (“**Director(s)**”) of Mininglamp Technology (the “**Company**”, and together with its subsidiaries, the “**Group**”).
- 1.2. The purpose of the Committee is to assist the Board in: (a) ensuring that the composition of the Board and its committees have an appropriate balance of skills, diversity and competency to discharge its duty to the Company effectively; (b) nominating candidates to the Board and for election at general meetings of the Company; (c) assessing the independence of independent non-executive Directors; (d) succession planning for the Board and the senior management of the Company (“**Senior Management**”); and (e) evaluating the composition of the Board and its committees.

2. STRUCTURE; ADMINISTRATION

- 2.1. Composition. The Committee shall comprise: (a) at least two members; (b) a majority of the members shall be independent non-executive Directors; and (c) include Directors of both genders. The chair of the Committee (“**Chairperson**”) shall be an independent non-executive Director.
- 2.2. Quorum and voting. Two members of the Committee shall constitute quorum. Decisions shall be determined by simple majority, with each member entitled to one vote, and in the event of a tie, the Chairperson shall have the casting vote.
- 2.3. Meetings. The Committee shall meet at least once each year. Additional meetings may be requested by the Chairperson or the Board. Notice of a meeting should be given to all members of the Committee at least 7 calendar days before the date of the meeting (unless the members waive the notice period by simple majority at or ahead of the meeting), while papers to be considered or tabled at the meeting should be circulated to all members of the Committee at least 3 calendar days before the meeting (unless the members waive this period by simple majority at or ahead of the meeting). Meetings may be conducted in person, by electronic means, or a combination of both. Matters to be discussed by the Committee may also be decided by written resolutions of the Committee duly signed by a simple majority (including the Chairperson).

- 2.4. Reporting of decisions. The Committee shall report back to the Board on decisions, recommendations, concerns or other matters that the Committee considers should be discussed with the Board, except to the extent there is a legal or regulatory restriction limiting disclosure.
- 2.5. Meeting Minutes. With respect to meeting minutes and written resolutions of the Committee: (a) meeting minutes shall record the individual attendance at the meeting; (b) drafts shall be sent to all members of the Committee for comment; (c) final versions shall be sent to all members of the Committee for record, and kept with the appointed secretary of the meeting (who shall normally be the company secretary); and (d) final meeting minutes and written resolutions of the Committee shall be made available for inspection by a Director during business hours with reasonable prior notice.
- 2.6. Attendance at AGM. The Chairperson (or where the Chairperson is unavailable, another member of the Committee) shall endeavour to attend the annual general meeting of the Company and answer questions on behalf of the Committee raised by shareholders.

3. SCOPE OF RESPONSIBILITY

- 3.1. The scope of responsibility of the Committee shall encompass the areas set out in Section B.3 of Part 2 of the Corporate Governance Code adopted by the Company, including the following areas:

Board composition; diversity

- (a) reviewing and evaluating the composition of the Board and Senior Management to ensure that there is an appropriate balance of skills, experience, diversity and competence (including time competency) for the business of the Company and its subsidiaries (together, the “**Group**”).
- (b) reviewing and making recommendations to the policy, criteria and procedures for identifying candidates to the Board and its committees.
- (c) reviewing the implementation and effectiveness of the Board Diversity Policy on an annual basis.

Changes to Directors, Board committees and Senior Management

- (d) identifying and recommending candidates for the Board, its committees and Senior Management, taking into account the merit and contribution of the individual and the diversity and composition of the existing members.
- (e) identifying and recommending candidates to fill a casual vacancy on the Board, its committees, or Senior Management, as and when they arise and as appropriate.
- (f) making recommendations to the Board on the re-election (including under retirement by rotation), suspension, or removal of Directors.
- (g) assessing the independence of existing and proposed independence non-executive Directors.

- (h) making recommendations to the Board on the suspension or removal of members of the Board committees or Senior Management.
 - (i) make recommendations to the Board on the succession planning of Directors and Senior Management, taking into account factors, such as the demands, challenges and opportunities facing the Group, and the skills and expertise required both at present and in the future.
- 3.2. In exercising its responsibilities, the Committee shall give adequate consideration to the Principles under Sections B.1 and B.2 of Part 2 of the Corporate Governance Code adopted by the Company.

4. AUTHORITY AND POWER

- 4.1. The Committee is authorized to:
- (a) report to the Board, other Board committees, or Senior Management.
 - (b) at the Company's expense, have access to training, external advice (including independent professional advice), and other resources that the Committee considers appropriate and sufficient to effectively perform its responsibilities.

5. GENERAL

- 5.1. The Committee shall be provided with sufficient resources to perform its duties.
- 5.2. These terms are available for viewing in English and Chinese. If there is any inconsistency between the English and the Chinese versions of these terms, the English version shall prevail.

Adopted by the Board
Effective November 3, 2025