

Hephaestus Holdings Limited

客思控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

TERMS OF REFERENCE

OF

THE NOMINATION COMMITTEE

(the “Committee”)

**(Adopted by the Company on 30 March 2012
and revised on 31 December 2018 and 30 June 2025)**

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)

1. Establishment

The Committee was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 30 March 2012.

2. Members

- (a) Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three (3) members comprising a majority of independent non-executive directors, with at least one member of a different gender.
- (b) The chairman of the Committee (the “**Chairman**”) shall either be the chairman of the Board or an independent non-executive director appointed by the Board.
- (c) The secretary of the Committee (the “**Secretary**”) shall be the Company Secretary or otherwise any other person duly appointed by the Board.
- (d) The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolution(s) passed by the Board and by the Committee.

3. Meeting Procedures

- (a) Unless otherwise agreed by majority of the Committee members a meeting shall be called by at least seven (7) days notice. Any Committee member or the Secretary may at any time call for a Committee meeting. The Secretary or any member shall serve notice to each of the Committee members by any reasonable and effective means according to the latest correspondence particulars of the members as kept by the Company. Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which are required for the meeting purpose.
- (b) The quorum of the Committee meeting shall be two (2) members of the Committee.
- (c) The Committee shall meet at least once a year.

4. Resolutions

Resolutions may be passed by Committee members by show of hands in the meeting or by circulation in writing.

5. Alternate Committee Members

A Committee member shall not appoint any alternate.

6. Authority of the Committee

- (a) The Committee shall have access to independent professional advice(s) if necessary at the cost of the Company in order to perform its duties.
- (b) The Committee may invite attendance to meeting of relevant director(s) or management member(s).
- (c) The Committee shall be provided with sufficient resources to perform its duties.

7. Duties of the Committee

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the board in maintaining a board skills matrix, 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 the individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors with reference to the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**");
- (d) to make recommendations to the Board on the appointment or re-appointment directors and succession planning for directors, in particular the chairman and the chief executive;
- (e) to support the Company's regular evaluation of the Board's performance;
- (f) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholder and/or explanatory statement accompanying the notice of the relevant general meeting;
 - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive directors will be holding their seventh (or more) directorship of company listed on the Main Board or GEM, why the board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and

- (iv) how the individual contributes to diversity of the Board;
- (g) to monitor the implementation of the Board diversity policy, review and discuss revisions that may be required, and recommend any such revisions to the Board for approval; and make disclosure of its review results in the corporate governance report; 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 Company's constitution or imposed by the GEM Listing Rules or applicable law.

8. Reporting Procedures

- (a) The Secretary shall circulate the minutes of meetings and all resolutions of the Committee to all members.
- (b) Board members will be given a copy of the minutes upon request.
- (c) The Chairman shall attend the annual general meeting of the Company to report matters discussed in the Committee meeting and to answer questions that may arise in the annual general meeting.

9. Continuing application of the Articles of Association of the Company

The Articles of Association of the Company regulating the meetings and proceedings of the Director so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Power of the Board

The Board may, subject to compliance with the Articles of Association of the Company and the Listing Rules (including the Code of Best Practice), 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.