



**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)**

## **CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE**

### **1. GENERAL**

- 1.1. The corporate governance 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) developing, evaluating and monitoring the corporate governance practices of the Company with the goal of achieving high standards of corporate governance; and (b) evaluating the Company’s compliance of Chapter 8A (“**Chapter 8A**”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with respect to the Company’s weighted voting rights structure (“**WVR structure**”).

### **2. STRUCTURE; ADMINISTRATION**

- 2.1. Composition. The Committee shall comprise: (a) at least two members; and (b) all members shall be independent non-executive Directors. 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 twice 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 at least a half-yearly and annual basis, 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. The report should cover all areas of these terms.
- 2.5. Disclosure in annual reports. The Committee shall ensure the Company discloses in:
- (a) half-yearly reports: (i) a summary of the work of the Committee with regards to these terms, and (ii) any significant subsequent events for the period up to the date of publication of the report, to the extent possible.
  - (b) annual reports: (i) a summary of the work of the Committee with regards to these terms, (ii) any significant subsequent events for the period up to the date of publication of the report, to the extent possible, and (iii) recommendations of the Committee to the Board, on a comply or explain basis, in respect of the matters under paragraph 3.1(g) to (i) of these terms.
- 2.6. 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.
- 2.7. 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 Chapter 8A and Section A.2.1 of Part 2 of the Corporate Governance Code adopted by the Company, including the following areas:
- (a) developing and reviewing the Company's policies and practices on (i) corporate governance, and (ii) compliance with legal and regulatory requirements, and make recommendations to the Board.
  - (b) reviewing and monitoring the training and continuous professional development of Directors and the senior management of the Company.
  - (c) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors.
  - (d) reviewing the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report (included in the Company's annual reports).
  - (e) reviewing and monitoring whether the Company is operated and managed for the benefit of all its shareholders.

- (f) confirming, on an annual basis, (a) that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of Chapter 8A have occurred during the relevant financial year; and (b) whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of Chapter 8A throughout the year.
  - (g) reviewing and monitoring the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group), on one hand, and any beneficiary of weighted voting rights, on the other hand, including grants of options or restricted share units to any beneficiary of weighted voting rights under a share scheme governed by Chapter 17 of the Listing Rules.
  - (h) reviewing and monitoring all risks related to the WVR structure, including connected transactions between the Group, on one hand, and any beneficiary of weighted voting rights, on the other, and make a recommendation to the Board on any such transaction.
  - (i) making a recommendation to the Board as to the appointment or removal of the compliance adviser to the Company.
  - (j) seeking to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of Rules 8A.35 of Chapter 8A.
- 3.2. In exercising its responsibilities, the Committee shall give adequate consideration to the requirements under Chapter 8A and the Principle under Section A.2 of Part 2 of 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**