雲工場科技控股有限公司

Cloud Factory Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2512)

THE NOMINATION COMMITTEE TERMS OF REFERENCE

Constitution

1. The board (the "**Board**") of directors (collectively, the "**Directors**" and individually, a "**Director**") of Cloud Factory Technology Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") has established a nomination committee (the "**Nomination Committee**") with authority, responsibility, and specific duties as described below.

Members

2. The Nomination Committee shall be established by the Board and shall comprise a minimum of three (3) members. The majority of the members must be independent non-executive Directors ("**INED(s)**") who meet the independence requirements as stipulated in the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

3. The chairperson of the Nomination Committee shall be the chairperson of the Board or an INED within the Nomination Committee and appointed by the Board.

4. The terms of appointment of the Nomination Committee members should be determined by the Board at the appointment date, and shall not exceed the member's tenure as a Director.

Secretary

5. The company secretary of the Company shall act as the secretary of the Nomination Committee.

6. The Nomination Committee may from time to time, appoint any other person with appropriate qualification and experience to act the secretary of the Nomination Committee.

Frequency and proceedings of meetings

7. The Nomination Committee shall meet at least once a year. Additional meetings may be held as and when necessary.

8. The quorum for a meeting shall be two (2) members of the Nomination Committee, at least one of whom must be an INED.

9. The meetings and proceedings shall be governed by the relevant provisions of the articles of association of the Company (as amended from time to time).

10. Meetings of the Nomination Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.

11. Resolutions of the Nomination Committee shall be passed, in the case of a meeting, by a majority of votes of the members of the Nomination Committee attending such meeting. The chairperson of the Nomination Committee shall have a second or casting vote when an equality of votes occurs.

12. A resolution in writing passed and signed by all members of the Nomination Committee shall be valid, and the validity is the same as any resolution passed in the meeting held.

13. Members must abstain from voting in respect of any resolution which he/she is an interested party.

14. Full minutes of the Nomination Committee meeting should be kept by the company secretary or the duly appointed secretary of the Nomination Committee and be available for review by the Directors. Draft and final versions of minutes of the meetings should be sent to all members of the Nomination Committee for their comment and records, within a reasonable time after the meeting.

Notice of meetings

15. A meeting of the Nomination Committee may be convened by any of its members or the secretary of the Nomination Committee.

16. Unless otherwise agreed by the members of the Nomination Committee, notice of at least fourteen (14) days shall be given for a regular meeting of the Nomination Committee. For all other meetings of the Nomination Committee, reasonable notice shall be given.

17. Agenda and accompanying meeting papers should be sent in full to all Directors in a timely manner and at least three (3) days before the intended date of a meeting of the Nomination Committee (or other agreed period).

Authority

18. The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Nomination Committee.

19. The Nomination Committee shall be provided with sufficient resources to perform its duties and seek independent professional advice in appropriate circumstances at the Company's expense to perform its duties.

Duties and functions

20. The duties and functions of the Nomination Committee include:

    (a) to review the structure, size and composition (including the skills, diversity, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and assist the board in maintaining a board skills matrix;

    (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

    (c) to assess the independence of INEDs according to the Listing Rules;

    (d) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairperson and the chief executive;

    (e) to review the nomination policy and to ensure disclosure of the same in the Corporate Governance Report, including the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidate(s) for directorship;

    (f) to support the Company's regular evaluation of the board's performance; including its assessment of each directors time commitment and contribution to the board, as well as the director's ability to discharge his or her responsibilities effectively;

(g) to review the implementation and effectiveness of the board diversity policy (the "**Board Diversity Policy**") and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Nomination Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and

(h) to ensure at least one director of a different gender to the nomination committee;

(i) to assist the Board to develop the policy on diversity in the workforce (including senior management) and review the implementation and effectiveness of its policy on diversity in the workforce periodically and monitor progress towards the achievement of such;

(j) where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders 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 INED will be holding their seventh (or more) listed company directorship, 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 to the Board.

Reporting

21. The Nomination Committee shall report to the Board after each of its meetings.

Annual general meetings

22. The chairperson of the Nomination Committee (or in his/her absence, the other member of Nomination Committee which must be an INED) shall attend the Company's annual general meeting and be prepared to respond to any shareholders' questions on the Nomination Committee's activities and responsibilities.

Amendment

23. Subject to the compliance with the articles of association of the Company and the Listing Rules, any amendment to the terms of reference shall be authorised by the Board.

Publication

24. The Nomination Committee shall make available these terms of reference, explaining its roles and the authority to it by the Board by publishing them on the websites of the Stock Exchange and the Company.

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

Adopted by the Board in September 2025