BUILD KING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 00240)

NOMINATION COMMITTEE
(the "Committee")

Terms of Reference

Amended and adopted at the Board Meeting on 14 November 2025

1. Membership

1.1 The Committee shall be appointed by the board of directors of the Company (the "**Board**") which shall consist of not less than three (3) members and the majority of whom should be independent non-executive directors, with at least one member of a different gender.

1.2 Only members of the Committee (including the Secretary) have the right to attend Committee meetings. However, other individuals such as the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

1.3 Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other, and the quorum in that event shall be any three Committee members so linked.

1.4 The Board shall appoint the chairman of the Committee (the "**Committee Chairman**") who shall be the chairman of the Board or an independent non-executive director and determine the period for which he/she will hold that office. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves, who should be the chairman of the Board or an independent non-executive director, to chair the meeting.

2. The Secretary

The company secretary of the Company shall act as the secretary of the Committee (the "**Secretary**").

3. Proceedings

Unless varied by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's bye-laws regulating the meetings and proceedings of the directors of the Company.

4. Quorum

The quorum for decisions of the Committee shall be any three (3) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

Meetings of the Committee shall be held as and when appropriate, but at least once a year. The Committee Chairman or any other member may convene a meeting of the Committee whenever he/she considers it necessary or desirable.

6. Notices of Meetings

6.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

7.3 Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and to all members of the Board for records respectively, in both cases within a reasonable time after the meeting.

8. Annual General Meeting

The Committee Chairman or in his/her absence, another member of the Committee or failing that his/her duly appointed delegate shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

9. Duties

The duties of the Committee shall be to:

9.1 formulate and review nomination policy for the Board's consideration and implement the Board's approved nomination policy;

9.2 review the structure, size and composition (including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience and/or length of service) 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;

9.3 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships based on merit against objective criteria and with due regard for the benefits of diversity on the Board;

9.4 assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

9.5 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive of the Company;

9.6 review and assess regularly each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively;

9.7 support the regular evaluation of the Board's performance; and

9.8 review the Board Diversity Policy, as appropriate and make recommendations on any required changes for the Board's consideration and approval; to review the measurable objectives that the Board has set for implementing the Board Diversity Policy; to monitor the progress on achieving the objectives; and to make the relevant disclosure in the Corporate Governance Report.

10. Sufficient Resources

The Company shall provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

11. Reporting Responsibilities

11.1 The Committee Chairman shall report formally to the Board on its proceedings decisions and recommendations after each meeting on all matters within its duties and responsibilities unless there are legal or regulatory restrictions on the Committee's ability to do so.

11.2 The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.

12. Authority

The Board authorises the Committee to:

12.1 investigate any matter within its terms of reference and seek any information it requires from any employee in order to perform its duties (all employees being directed to co-operate with any such request by the Committee); and

12.2 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

13. Other

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.