

**QINGDAO GON TECHNOLOGY CO., LTD.**

**TERMS OF REFERENCE OF  
THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS**  
(Applicable after the issuance and listing of H Shares)

**June 2025**

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## **CHAPTER 1 GENERAL**

**Article 1** In order to regulate the selection and appointment of directors, the general manager, deputy general managers and other senior management personnel of Qingdao Gon Technology Co., Ltd. (the “Company”), optimize the composition of the Board of Directors, and improve the corporate governance structure of the Company, in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of the Company (the “Articles of Association”) and other relevant requirements, the Board has established an nomination committee (the “Nomination Committee”) and formulated these Terms of Reference.

**Article 2** The Nomination Committee of the Board is a specialised working body established by the Board in accordance with the Articles of Association. It is primarily responsible for studying and making recommendations to the Board on candidates for directors and senior management, as well as the relevant selection criteria and procedures.

## **CHAPTER 2 COMPOSITION**

**Article 3** The Nomination Committee shall consist of three directors, two of whom shall be independent directors, and include directors of different genders. For the purposes of these Terms of Reference, the term “independent director” shall have the same meaning as “independent non-executive director” under the Hong Kong Listing Rules.

**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Board, more than one half of the independent directors, or more than one third of all directors, and shall be elected by the Board. The Committee shall include directors of different genders.

**Article 5** The Nomination Committee shall have one chairman (i.e. the convener), who shall be an independent director and shall be responsible for presiding over the work of the Committee. The chairman of the Committee shall be elected from among the members of the Committee and shall be subject to approval by the Board.

**Article 6** The term of office of the Nomination Committee shall be the same as that of the Board for the corresponding term. Upon expiration of a member’s term of office, such member may be re-elected and may serve consecutive terms. If, during the term, a member ceases to hold the position of director of the Company, he or she shall automatically cease to be a member of the Committee, and the Board shall, in accordance with Articles 3 to 5 above, appoint a replacement to fill the vacancy.

Where an independent director member of the Committee resigns or is removed due to the occurrence of circumstances specified under relevant regulations, resulting in the proportion of independent directors on the Committee failing to comply with the requirements of these Terms of Reference or the Articles of Association, the Company shall complete the appointment of a replacement within sixty days from the date on which such circumstances arise. The independent director who intends to resign shall continue to perform his or her duties until the newly appointed independent director takes office.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 7** The principal duties and authorities of the Nomination Committee shall include:

- (1) To make recommendations, at least annually, to the Board on the size and composition of the Board having regard to the Company's operating activities, asset scale and equity structure, including the structure, number of members and composition of the Board (with reference to skills, knowledge and experience), assist the Board in preparing the Board skills matrix, and propose to the Board any changes to the Board to align with the Company's corporate strategy;
- (2) To study and make recommendations to the Board on the selection criteria and procedures for directors, the general manager and other senior management;
- (3) To identify, search for and select suitable and qualified candidates for directors, the general manager and other senior management, and nominate such persons for appointment as directors, the general manager and other senior management or make recommendations to the Board in this regard;
- (4) To review and make recommendations in respect of candidates for directors, the general manager and other senior management, and make recommendations to the Board on the appointment or re-appointment of, and succession planning for, directors, the general manager and other senior management;
- (5) To assess the independence of independent directors;
- (6) To support the Company in conducting regular evaluations of the performance of the Board; and
- (7) Other matters as authorized by the Board.

**Article 8** The Nomination Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for consideration and decision. The controlling shareholder shall, in the absence of sufficient reasons or reliable evidence, fully respect the recommendations of the Nomination Committee.

**Article 9** In the performance of its duties, the relevant departments of the Company shall provide necessary cooperation and support to the Nomination Committee. Where necessary, the Nomination Committee may engage external professional agents to provide professional advice, and the fees incurred shall be borne by the Company.

## **CHAPTER 4 DECISION-MAKING PROCEDURES**

**Article 10** In accordance with the relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and having regard to the actual circumstances of the Company, the Nomination Committee shall study the eligibility criteria, selection procedures and terms of office for directors, the general manager and other senior management. Upon formulation of the decision, it shall be filed and submitted to the Board for approval, and shall be implemented accordingly.

**Article 11** The selection and appointment procedures for directors, the general manager and other senior management shall be as follows:

- (1) The Nomination Committee shall actively communicate with the relevant departments of the Company to assess the Company's needs for new directors, the general manager and other senior management, and shall prepare written materials accordingly;
- (2) The Nomination Committee may conduct an extensive search for relevant information on potential candidates for directors, the general manager and other senior management within the Company, its controlled (or jointly invested) enterprises, as well as the external talent market;
- (3) The Nomination Committee shall collect information on shortlisted candidates, including their professional background, academic qualifications, professional titles, detailed work experience and all concurrent appointments, and prepare written materials;
- (4) The consent of the proposed candidate for nomination shall be obtained; otherwise, such person shall not be considered as a candidate for director, the general manager or other senior management;
- (5) A meeting of the Nomination Committee shall be convened to conduct qualification reviews of the shortlisted candidates in accordance with the eligibility criteria for directors, the general manager and other senior management;
- (6) At least one month prior to the election of new directors or the appointment of a new general manager or other senior management, the Nomination Committee shall submit its recommendations on candidates for directors and proposed appointees for the general manager and other senior management, together with relevant materials, to the Board; and
- (7) Other follow-up work shall be carried out in accordance with the decisions of, and feedback from, the Board.

**Article 12** The Nomination Committee shall make recommendations to the Board on the following matters:

- (1) the nomination or removal of directors;
- (2) the appointment or removal of senior management;
- (3) other matters as prescribed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, the opinions of the Nomination Committee and the specific reasons for non-adoption shall be recorded in the relevant Board resolutions and shall be disclosed.

## **CHAPTER 5 RULES OF PROCEDURES**

**Article 13** The Nomination Committee shall give notice to all members at least three days prior to the convening of a meeting. Meetings shall be chaired by the chairman of the Committee; where the chairman is unable to attend, he or she may entrust another independent director member to chair the meeting.

**Article 14** A meeting of the Nomination Committee shall be valid only if attended by more than two-thirds of its members. Each member shall have one vote. Resolutions of the meeting shall be passed by a majority of all Committee members.

**Article 15** Voting at meetings of the Nomination Committee shall be conducted by a show of hands or by ballot. Extraordinary meetings may be convened and voted on by means of communication.

**Article 16** The Nomination Committee may, where necessary, invite directors or senior management of the Company to attend meetings.

**Article 17** The Nomination Committee shall be provided with sufficient resources to discharge its duties. Where necessary, the Nomination Committee may engage professional agents to provide advice in relation to its decision-making, and the fees incurred shall be borne by the Company.

**Article 18** The procedures for convening meetings of the Nomination Committee, the voting methods, and the resolutions to be approved at the meetings shall comply with applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these Terms of Reference.

**Article 19** Minutes shall be kept of the meetings of the Nomination Committee, and members present at the meeting shall sign the minutes. The minutes shall be kept by the Company Secretary.

**Article 20** Resolutions passed and the results of voting at meetings of the Nomination Committee shall be submitted to the Board in writing.

**Article 21** All Committee members attending meetings shall keep the matters discussed confidential and shall not disclose any relevant information without authorization.

## **CHAPTER 6 SUPPLEMENTARY PROVISIONS**

**Article 22** These Terms of Reference shall take effect and be implemented from the date on which the H shares of the Company are listed on The Stock Exchange of Hong Kong Limited, following approval by the Board.

**Article 23** Matters not covered by these Terms of Reference shall be governed by the relevant laws and regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. In the event of any conflict between these Terms of Reference and the relevant laws and regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, the provisions of the relevant laws and regulations of the PRC, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association shall prevail.

**Article 24** These Terms of Reference shall be published on the websites of The Stock Exchange of Hong Kong Limited and the Company, to explain the roles of the Nomination Committee and the powers delegated to it by the Board.

**Article 25** These Terms of Reference shall be subject to the interpretation of the Board.