



NSING TECHNOLOGIES INC.

Terms of Reference for Remuneration and Appraisal Committee

(Applicable after the issuance and listing of H Shares)

March 2026

Chapter I General Provisions

Article 1 The Company has established the Remuneration and Appraisal Committee of the Board of Directors (hereinafter referred to as the “Remuneration and Appraisal Committee”) and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Code of Corporate Governance for Listed Companies, Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange, No. 2 Self-Regulatory Guidelines of Shenzhen Stock Exchange for Listed Companies – the Guidelines of the Shenzhen Stock Exchange for the Standardized Operation of Companies Listed on the ChiNext Board, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations and regulatory documents, the securities regulatory rules of the places where the Company’s shares are listed, and the Articles of Association of NSING TECHNOLOGIES INC. (hereinafter referred to as the “Articles of Association”) to further establish and improve the performance appraisal and evaluation systems for the Directors and senior management of the Company, formulate a scientific and effective remuneration management system and improve the corporate governance structure.

Article 2 The Remuneration and Appraisal Committee is a special working body established by the Board, which is responsible for formulating appraisal standards for and appraising the performance of the Directors and senior management of the Company, and formulating and reviewing the remuneration policies and plans for the Directors and senior management of the Company.

Chapter II Composition

Article 3 The Remuneration and Appraisal Committee shall consist of at least three Directors, of which the majority shall be independent Directors and act as the chairman (convener). The members of the Committee shall be nominated by the chairman of the Board, more than one-half of the independent Directors or one-third of all Directors, and be elected and appointed by the Board.

Article 4 The chairman (convener) the Remuneration and Appraisal Committee shall be responsible for convening and presiding over the meetings of the Remuneration and Appraisal Committee, when the chairman (convener) of the Committee fails to or is unable to perform his/her duties, he/she shall designate one other member to perform the functions and powers on his/her behalf; when the chairman (convener) of the Committee neither performs his/her duties nor designates other members to perform his/her duties, any one member may report the relevant situation to the Board of the Company, and the Board of the Company will designate a member to perform the duties of the chairman (convener) of the Remuneration and Appraisal Committee. The secretaries to the Remuneration and Appraisal Committee shall be the joint company secretaries of the Company. The Remuneration and Appraisal Committee may from time to time appoint any other person with appropriate qualifications and experience as a secretary to the Remuneration and Appraisal Committee.

Article 5 The term of office of the members the Remuneration and Appraisal Committee is determined by the Board during the appointment and shall not exceed the term of office of the member. Upon the expiry of their term, they may be re-elected for consecutive terms. Prior to the expiration of the term of office, a member shall not be removed from office without cause except under any circumstance for which they are prohibited from holding office as required by the Company Law, the Articles of Association, the Hong Kong Listing Rules, these terms of reference or applicable laws. If any member of the Remuneration and Appraisal Committee ceases to serve as a Director of the Company due to resignation or other reasons during the period, he/she will automatically lose his/her qualification as a member of the Remuneration and Appraisal Committee and the vacancy shall be filled by the Board in accordance with these terms of reference.

Article 6 If the number of the Remuneration and Appraisal Committee falls below two-thirds of the prescribed number due to the resignation or removal of members or other reasons, the Board of the Company shall appoint new members as soon as possible. Before the number of members of the Remuneration and Appraisal Committee reaches two-thirds of the prescribed number, the Remuneration and Appraisal Committee shall suspend the exercise of its functions and powers as stipulated in these terms of reference.

Article 7 The provisions regarding the obligations of Directors under the Company Law and the Articles of Association shall be applicable to the members of the Remuneration and Appraisal Committee.

Article 8 The Securities Affairs Department is responsible for collecting information required by the Remuneration and Appraisal Committee to discuss on the matters, providing information on the operation of the Company and relevant information on the person being assessed, preparing meetings and supervising the implementation of relevant resolutions of the Remuneration and Appraisal Committee.

Chapter III Duties and Authorities

Article 9 The Remuneration and Appraisal Committee is responsible for formulating appraisal standards for and appraising the performance of the Directors and senior management members, formulating and reviewing the remuneration policies and plans for the Directors and senior management members, and making recommendations to the Board on the following matters:

- (1) The policy and structure for the remuneration of all Directors and senior management members, and the formulation of such remuneration policy for the establishment of a formal and transparent process;
- (2) Reviewing and approving the performance-based remuneration proposals of the management members in light of the Board's corporate policies and objectives as determined by the Directors from time to time;
- (3) Either: (i) determining the terms of specific remuneration packages of individual executive Directors and senior management members upon the delegation by the Board; or (ii) making recommendations to the Board on the remuneration packages of individual executive Directors and senior management members. Such remuneration packages shall include non-pecuniary benefits, pension rights and amounts of compensation (including compensation for loss or termination of office or appointment);

- (4) Making recommendations to the Board on the remuneration of non-executive Directors;
- (5) Taking into account the remuneration paid by similar companies, the time commitment and the responsibilities assumed as well as the conditions of employment for other positions in the Group;
- (6) Reviewing and approving the compensation payable to executive Directors and senior management members for loss or termination of office or appointment to ensure that such compensation is consistent with the contractual terms and, if not, is fair, reasonable, and not excessive;
- (7) Reviewing and approving the compensation arrangements in respect of dismissal or removal of Directors for misconduct to ensure that such arrangements are consistent with the contractual terms and, if not, are reasonable and appropriate;
- (8) Formulating or modifying the equity incentive plans, employee stock ownership plans, entitlements of the incentive grantees, conditions required for the exercise of their entitlements, and the arrangement for shareholding plans of Directors and senior management members in subsidiaries proposed to be spun-off; and reviewing and approving other matters that require the review and/or approval by the Remuneration and Appraisal Committee under Chapter 17 of the Hong Kong Listing Rules; and
- (9) Other matters stipulated by laws, administrative regulations, regulations of the CSRC, the securities regulatory rules of the places where the shares of the Company are listed and the Articles of Association of the Company.

Article 10 The Remuneration and Appraisal Committee has the power to veto any remuneration plans or schemes that may impair the interests of shareholders.

Article 11 The remuneration plans for the Directors of the Company proposed by the Remuneration and Appraisal Committee shall be approved by the Board and the implementation of which shall be subject to consideration and approval at shareholders' general meetings. The remuneration distribution scheme for the senior management of the Company shall be approved by the Board and the equity incentive plans shall be ultimately considered and approved at shareholders' general meetings. The Remuneration and Appraisal Committee shall ensure that no Director, nor any of his/her associates, is involved in determining his/her own remuneration.

Article 12 The Board shall fully respect the recommendations of the Remuneration and Appraisal Committee regarding the remuneration distribution schemes for the senior management of the Company, and shall not shelve the recommendations of the Remuneration and Appraisal Committee on the remuneration distribution schemes for the senior management of the Company without sufficient reasons or reliable evidence. Where the Board fails to adopt or fails to fully adopt the recommendations of the Remuneration and Appraisal Committee, the recommendations of the Remuneration and Appraisal Committee and the specific reasons for not adopting them shall be recorded in the resolutions of the Board and disclosed thereof.

Article 13 In performing its duties, the Remuneration and Appraisal Committee shall be provided with sufficient resources required for performing its duties and shall have the cooperation to be provided by relevant departments of the Company. The Company shall bear the daily operating expenses of the Remuneration and Appraisal Committee. If necessary, the Remuneration and Appraisal Committee may engage intermediaries to provide professional opinions for its decision-making at the Company's expense. The relevant arrangements for independent professional advice to be sought can be made through the joint company secretaries.

Article 14 The chairman of the Remuneration and Appraisal Committee or, if absent, any other member of the Remuneration and Appraisal Committee, who must be an independent Director, shall attend the annual general meeting of the Company and respond to enquiries from shareholders on the activities of the Remuneration and Appraisal Committee and their responsibilities.

Chapter IV Convening and notices of meetings

Article 15 The Remuneration and Appraisal Committee shall hold a meeting at least once a year, and notice of the meeting shall be given 14 days before the meeting, excluding the day on which the meeting is held, unless an exemption from such notice is unanimously approved by all members of the Committee. Despite the notice period, the attendance of the members of the Remuneration and Appraisal Committee at a meeting will be considered as an exemption from the required notice period. Any member of or secretary to the Remuneration and Appraisal Committee may request to hold the meeting. The meeting shall usually be convened and presided over by the chairman (convener); if the chairman (convener) is unable to attend the meeting, another member of the Committee who is an independent Director may be appointed to preside over the meeting. An extraordinary meeting may be convened upon the proposal of two or more members, or when the chairman (convener) deems it necessary, The notice of the meeting shall at least include the following: date, time, place and form of the meeting; topics to be discussed at the meeting and its contents; contact person of the meeting and their contact information; the date of notice of the meeting.

Article 16 A meeting of the Remuneration and Appraisal Committee may be notified by facsimile, email, telephone, delivery in person or by mail. The meeting can be in the form of physical meeting, way of communication or on-site meeting combining with way of communication. Way of communication includes teleconference, video conference and written resolution conference. Members of the Remuneration and Appraisal Committee may attend the meeting via teleconference or any similar communication device, through which all persons attending the meeting can hear each other.

Chapter V Rules of procedure and voting

Article 17 The meeting of the Remuneration and Appraisal Committee shall not be held unless two-thirds of members are present. Each member shall have one vote and the resolutions of the meeting must only be adopted by the affirmative votes of a majority of the members, including members who did not attend the meeting. If no effective resolution can be formed due to the withdrawal of members of the Remuneration and Appraisal Committee, the relevant matters shall be directly reviewed by the Board.

Article 18 Members of the Remuneration and Appraisal Committee may attend the meetings in person or appoint other members to attend the meetings and vote on their behalf. Members of the Remuneration and Appraisal Committee who appoint other members to attend the meeting and exercise the voting rights on their behalf shall submit a power of attorney to the chairman of the meeting. Those who have neither attended the meeting in person nor appointed another member to attend the meeting on their behalf are considered to be absent from the meeting.

Article 19 The members of the working group of the Remuneration and Appraisal Committee may attend the meeting of the Remuneration and Appraisal Committee. Directors and senior management may be invited by the Remuneration and Appraisal Committee to attend the meeting and make introductions or express opinions if it deems necessary but non-members of the Remuneration and Appraisal Committee have no voting right on any resolutions proposed.

Article 20 The person concerned shall recuse themselves when the meetings of the Remuneration and Appraisal Committee discuss matters relating to a member of the committee.

Article 21 Voting at the meeting of the Remuneration and Appraisal Committee shall be by show of hands or by poll. The resolutions passed at the meeting of the Remuneration and Appraisal Committee and the voting results shall be reported to the Board of the Company in writing. A resolution passed by and signed by all members of the Remuneration and Appraisal Committee has the same effect as resolutions passed at a meeting of the Committee.

Article 22 The Board of the Company shall disclose the work of the Remuneration and Appraisal Committee in the past year in its annual work report, including meetings held and resolutions passed.

Article 23 The Remuneration and Appraisal Committee shall maintain the written minutes of the meeting. Committee members who attend the meeting and the person who takes the minutes shall both sign their names. Committee members present at the meeting have the right to request their explanatory remarks of their speech at the meeting to be recorded in the minutes. Minutes of the meetings of the Remuneration and Appraisal Committee shall be kept by the secretaries to the Board as corporate archives for the review by all Directors.

Article 24 The members of the Remuneration and Appraisal Committee shall be obliged to maintain the confidentiality of relevant information they have learnt about the Company until such information is made public.

Chapter VI Supplementary Provisions

Article 25 For the purpose of these terms of reference, the terms “more than”, “within”, “below” include the given figure and the terms “over”, “less than”, “falls below” do not include the given figure. For the purpose of these terms of reference, the term “independent Director” shall have the same meaning as the term “independent non-executive director” as described in the Hong Kong Listing Rules.

Article 26 Matters not covered in these terms of reference shall be dealt with in accordance with the laws, regulations, regulatory documents, Hong Kong Listing Rules, the securities regulatory rules of the places where the shares of the Company are listed and the Articles of Association of the Company in force at the time; in case of any conflict between these terms of reference and laws, regulations, regulatory documents, the securities regulatory rules of the places where the shares of the Company are listed or the Articles of Association of the Company in force at the time, laws, regulations, regulatory documents, Hong Kong Listing Rules, the securities regulatory rules of the places where the shares of the Company are listed and the Articles of Association of the Company in force at the time shall prevail.

Article 27 These terms of reference shall be interpreted by the Board of the Company and shall become effective and be implemented from the date on which H shares issued by the Company are listed on the Hong Kong Stock Exchange upon the consideration and approval by the Board. These rules of procedure shall be publicly disclosed on The Stock Exchange of Hong Kong Limited and on the official website of the Company.

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March 20, 2026