



NSING TECHNOLOGIES INC.

Terms of Reference for Nomination Committee

(Applicable after the issuance and listing of H Shares)

March 2026

Chapter I General Provisions

Article 1 The Company has established the Nomination Committee of the Board of Directors of the Board of Directors (hereinafter referred to as the “Nomination 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 relevant regulatory rules of the securities regulatory authorities and stock exchanges 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 nomination and selection of Directors and senior management of the Company and improve the corporate governance structure.

Article 2 The Nomination Committee is a special working body established by the Board and is accountable to the Board, which primarily is responsible for formulating the selection criteria and procedures for Directors and senior management, selecting and reviewing candidates for Directors and senior management and their qualifications, and performing related duties and responsibilities in respect of structure optimization and diversity construction of the Board, and corporate governance as specified in this terms of reference.

Chapter II Composition

Article 3 The Nomination Committee shall consist of at least three Directors, of which the majority shall be independent Directors. The chairman (convenor) of the Nomination Committee shall be the chairman of the Board or an independent Director who is a member of the Nomination Committee, and shall be appointed directly by the Board. 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 (convenor) of the Nomination Committee shall be responsible for convening and presiding over the meetings of the Nomination Committee, when the chairman (convenor) 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 (convenor) 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 (convenor) of the Nomination Committee.

Article 5 The term of office of members of the Nomination Committee shall be determined by the Board at the time of their appointment and shall not exceed their respective tenure as Directors. 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 Nomination Committee ceases to serve as a Director of the Company due to resignation or other reasons during the period, they will automatically lose their qualification as a member of the Nomination Committee and the vacancy shall be filled by the Board in accordance with these terms of reference.

Article 6 If the number of the Nomination 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 Nomination Committee reaches two-thirds of the prescribed number, the Nomination 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 Nomination Committee.

Article 8 The secretaries of the Nomination Committee shall be the joint company secretaries of the Company. The Committee may, as necessary, appoint other qualified individuals with relevant experience to serve as a secretary, who shall be responsible for routine administrative duties such as preparation of meetings, maintaining records, distribution of materials.

Article 9 The Securities Affairs Department is responsible for collecting information required by the Nomination Committee to discuss on the matters, providing information on the operation of the Company and relevant information on the person being assessed, preparing meetings, supervising the implementation of relevant resolutions of the Nomination Committee and cooperating with the secretary of the Nomination Committee in carrying out relevant duties.

Chapter III Duties and Authorities

Article 10 The Nomination Committee is responsible for formulating the selection criteria and procedures for Directors and senior management members (including the chief executive officer and the chief executive), selecting and reviewing the candidates for Directors and senior management members and their qualifications, and making recommendations to the Board on the following matters, so as to ensure the diversity among Board members:

- (1) To review at least annually the structure, size and composition of the Board (including the skills, knowledge, experience and diversity of its members), assist the Board in maintaining a Board skills matrix, and make recommendations to the Board on any proposed changes to complement the Company's corporate strategy; to review the Board diversity policy, as well as the measurable objectives set by the Board and the progress made towards achieving those objectives; adjusting the size and composition of the Board based on the operating activities, assets size and ownership structure of the Company; nominating or removing Directors, and to make recommendations to the Board on the appointment and reappointment of Directors, as well as succession planning for the chairman of the Board, the chief executive officer and other key positions;
- (2) To study and develop selection criteria and procedures for senior management; appointment or dismissal of senior management;
- (3) To assess the independence of independent Directors of the Company and provide relevant opinions to the Board;
- (4) To provide necessary support and assistance for the Company's periodic evaluation of the performance of the Board;
- (5) Where the Board proposes to elect an individual as an independent Director through a resolution at a general meeting, the Committee shall ensure that the relevant information is set out in the circular/explanatory statement accompanying the notice of the general meeting, including but not limited to the process adopted for identifying the individual, the reasons why the Board considers the individual suitable for appointment and the basis on which the individual is regarded as independent, the rationale of time for the individual to be proposed for directorships in the seventh (or more) listed companies, the perspectives and insights the individual is expected to bring to the Board, the skills and experience of the individual, and the contribution the individual would make to the Board's diversity;

- (6) To perform the Company's corporate governance functions, which specifically include:
 1. formulating and reviewing the Company's corporate governance policies and practices and making recommendations to the Board;
 2. reviewing and monitoring the training and continuous professional development of Directors and senior management;
 3. reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
 4. formulating, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors;
 5. reviewing the Company's compliance with the Corporate Governance Code under Appendix C1 to the Hong Kong Listing Rules and the relevant disclosures in the Company's Corporate Governance Report; and
 6. reviewing the implementation and effectiveness of the Company's mechanisms to ensure independent views and opinions are available to the Board; and
- (7) 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 11 The Board shall fully respect the recommendations of the Nomination Committee regarding the Directors and senior management of the Company, and shall not shelve the recommendations of the Nomination Committee on proposals for candidates for Directors and senior management of the Company without sufficient reasons or reliable evidence. Where the Board fails to adopt or fails to fully adopt the suggestions of the Nomination Committee, the recommendations of the Nomination Committee and the specific reasons for not adopting it shall be recorded in the resolutions of the Board and disclosed thereof.

Article 12 The Nomination Committee shall, after each meeting, submit a written report to the Board, stating the matters considered, the discussions held, the voting results and the relevant recommendations at the meeting.

Article 13 Relevant departments of the Company shall cooperate with the Nomination Committee in performing its duties. The Nomination Committee shall have the authority, within its scope of duties, to request from any departments and employees of the Company any information necessary for the discharge of its responsibilities. The Company shall provide adequate resources to support the Nomination Committee in the performance of its duties and shall bear the daily operating expenses of the Nomination Committee. If necessary, the Nomination Committee may engage intermediaries for independent professional opinions to support its decision-making at the Company's expense; arrangements for seeking such independent professional advice may be made through the joint company secretary.

Chapter IV Convening and notices of meetings

Article 14 The Nomination Committee shall hold a meeting at least once a year. An extraordinary meeting may be convened upon the proposal of any member or the secretary of the Nomination Committee, or whenever the chairman considers it necessary. 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 Nomination Committee at a meeting will be considered as an exemption from the required notice period. The meeting shall be convened and presided over by the chairman (convener); if the 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 convener deems it necessary.

Article 15 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 Nomination 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; all participants in the meeting shall be able to hear each other through the relevant communication equipment.

Chapter V Rules of procedure and voting

Article 17 A quorum for a meeting of the Nomination Committee shall be two members, of whom at least one shall be an independent non-executive Director, and no meeting shall be held unless the quorum is met. 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 Nomination Committee, the relevant matters shall be directly reviewed by the Board.

Article 18 A written resolution signed by all members of the Nomination Committee shall have the same effect as a resolution passed at a meeting of the Committee.

Article 19 Members of the Nomination Committee may attend the meetings in person or appoint other members to attend the meetings and vote on their behalf. Members of the Nomination 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 20 Directors and senior management may be invited by the Nomination Committee to attend the meeting and make introductions or express opinions if it deems necessary but non-members of the Nomination Committee have no voting right on any resolutions proposed.

Article 21 The person concerned shall recuse themselves when the meetings of the Nomination Committee discuss matters relating to a member of the committee.

Article 22 Voting at the meeting of the Nomination Committee shall be by show of hands or by poll. The resolutions passed at the meeting of the Nomination Committee and the voting results shall be reported to the Board of the Company in writing.

Article 23 The Board of the Company shall disclose the work of the Nomination Committee in the past year in its annual work report, including meetings held and resolutions passed, the progress of the structure and diversity construction of the Board, and the status of corporate governance-related work.

Article 24 The Nomination 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 Nomination Committee shall be kept by the secretary to the Board as corporate archives. A draft and a final version of the minutes shall be sent to all members of the Nomination Committee within a reasonable time after the conclusion of the meeting, with the draft provided for members to comment on and the final version serving as the official record of the meeting.

Article 25 The chairman of the Nomination Committee shall attend the Company's general meetings; failing which, an independent Director who is a member of the Nomination Committee shall attend in his/her place and respond to shareholders' questions regarding the activities and duties of the Nomination Committee.

Article 26 The members of the Nomination 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 27 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 28 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 29 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 terms of reference shall be publicly disclosed on the website of The Stock Exchange of Hong Kong Limited and on the Company’s official website.

NSING TECHNOLOGIES INC.
March 20, 2026