



**NSING TECHNOLOGIES INC.**

**Terms of Reference for Strategic Committee**

(Applicable after the issuance and listing of H Shares)

March 2026

## CHAPTER I GENERAL PROVISIONS

**Article 1** The NSING TECHNOLOGIES INC. (hereinafter referred to as the “Company”) has established the Strategic Committee of the Board of Directors (hereinafter referred to as the “Strategic 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”), the Code of Corporate Governance for 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 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 accommodate the needs of strategic development, strengthen its core competitiveness, determine its development plans, optimize its procedures for making investment decisions, enhance the rationality of its decision-making, and improve the effectiveness and quality of major investment decisions.

**Article 2** The Strategic Committee is a special working body established by the Board and serves as a specialized body of the Board responsible for the Company’s long-term development strategies, major investment decisions.

## CHAPTER II COMPOSITION

**Article 3** The Strategic Committee shall consist of three Directors. The Strategic Committee has one chairman (convener), who is the Chairman of the Company. Other members of the Strategy Committee other than the Chairman shall be nominated by the Chairman, more than one-half of the independent Directors or one-third of all Directors, and be elected by the Board.

**Article 4** The term of office of the members of the Strategic Committee shall be the same as that of the Directors of the Board of the same session. Upon the expiry of their term, they may be re-elected for consecutive terms. If any member of the Strategic Committee ceases to serve as a Director of the Company during the period, they will automatically lose their qualification as a member of the Strategic Committee and the vacancy shall be filled by the Board in accordance with these terms of reference.

**Article 5** If the number of the Strategic 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 Strategic Committee reaches two-thirds of the prescribed number, the Strategic Committee shall suspend the exercise of its functions and powers as stipulated in these terms of reference.

**Article 6** The provisions regarding the obligations of Directors under the Company Law and the Articles of Association shall be applicable to the members of the Strategic Committee.

### CHAPTER III DUTIES AND AUTHORITIES

**Article 7** The Strategy Committee shall be responsible for and report to the Board, and be mainly responsible for studying and making recommendations on the long-term development strategies and major investment decisions of the Company. Main duties and authorities:

- (1) To study and make recommendations on the long-term development plan, operation objectives and development policies of the Company;
- (2) To study and make recommendations on the operation strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy, and talent strategy;
- (3) To study and make recommendations on major investment and financing plans that require the Board's approval as stipulated by the Articles of Association;
- (4) To study and make recommendations on major capital operation and asset management projects that require the Board's approval as stipulated by the Articles of Association;
- (5) To study and make recommendations on other material matters affecting the Company's development;
- (6) To inspect the implementation of the above item (1) to (5); and
- (7) The functions and powers required by laws, regulations, rules, regulatory documents, the Articles of Association and the securities regulatory rules of the places where the shares of the Company are listed, as well as other functions and powers conferred by the Board.

**Article 8** Relevant departments of the Company shall provide cooperation, and the Company shall bear the daily operating expenses of the Strategy Committee when the Strategy Committee performs its duties.

### CHAPTER IV CONVENING AND NOTICES OF MEETINGS

**Article 9** The meetings of the Strategic Committee are divided into regular meetings and extraordinary meetings. The Strategy Committee shall hold at least one regular meeting within four months of the end of each financial year. An extraordinary meeting of the Strategy Committee may be convened upon the proposal of the chairman (convener) or two or more members of the Strategy Committee.

**Article 10** The meetings of the Strategic Committee shall be convened and presided over by the chairman (convener). If the convener is unable to attend or perform his/her duties, another member may be appointed to perform the functions and powers on his/her behalf.

**Article 11** Notice of regular meetings of the Strategy Committee should be issued five days prior to the meeting (excluding the day of the meeting), and notice of extraordinary meetings should be issued three days prior to the meeting (excluding the day of the meeting). An extraordinary meeting may be convened upon the proposal of two or more members, or when the chairman (convener) deems it necessary, and the above-mentioned time limit for notification may be waived in special or emergency situations. 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 12** A meeting of the Strategy 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.

## **CHAPTER V RULES OF PROCEDURE AND VOTING**

**Article 13** The meeting of the Strategy 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.

**Article 14** Members of the Strategy Committee may attend the meetings in person or appoint other members to attend the meetings and vote on their behalf. Members of the Strategy 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 15** Members present at the meetings shall consider the resolutions and give full expression of their personal opinions with a conscientious and responsible attitude; members shall be responsible for their own votes. Other members at the meetings of Strategy Committee did not have the right to vote on the resolutions.

**Article 16** Voting at the meeting of the Strategy Committee shall be by show of hands or by poll. The resolutions passed at the meeting of the Strategy Committee and the voting results shall be reported to the Board of the Company in writing.

**Article 17** The Board of the Company shall disclose the work of the Strategy Committee in the past year in its annual work report, including meetings held and resolutions passed.

**Article 18** The Strategy 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 Strategy Committee shall be kept by the secretary to the Board as corporate archives.

**Article 19** The members of the Strategy 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 20** 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.

**Article 21** Matters not covered in these terms of reference shall be dealt with in accordance with the laws, regulations, regulatory documents, 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, 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 22** 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 Stock Exchange of Hong Kong Limited upon the consideration and approval by the Board.

NSING TECHNOLOGIES INC.  
March 20, 2026