



HUAQIN CO., LTD.
華勤技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3296)

**Terms of Reference of the Nomination Committee
of the Board of Directors**

Chapter 1 General Provisions

Article 1 In order to regulate the appointment of the directors and senior management of Huaqin Co., Ltd. (hereinafter referred to as the “**Company**”), the Company has established a nomination committee (hereinafter referred to as the “**Nomination Committee**”) of the board of directors (hereinafter referred to as the “**Board**”) and formulated these Terms of Reference pursuant to the Company Law of the People’s Republic of China, the Administrative Measures for Independent Directors of Listed Companies, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), the Articles of Association of Huaqin Co., Ltd. (hereinafter referred to as the “**Articles of Association**”) and other relevant regulations.

Article 2 The Nomination Committee is a dedicated working body set up by the Board in accordance with a resolution of the shareholders’ general meeting. It is accountable to the Board, and is primarily responsible for advising and making recommendations to the Board on the selection of candidates for directors (including independent directors) and senior management of the Company.

Chapter 2 Composition

Article 3 Members of the Nomination Committee shall consist of three directors, the majority of whom shall be independent directors. The Nomination Committee shall have one chairperson (convener), who shall be an independent director, and be responsible for presiding over the work of the committee. The Nomination Committee shall have at least one director of a different gender. The term “independent director(s)” in these Terms of Reference shall have the same meaning as “independent non-executive director(s)” in the Hong Kong Listing Rules.

The chairperson shall be appointed by the Board from the members of the committee. If the chairperson is unable or fails to perform his/her duties, another member shall be elected by more than half of the committee members to perform duties on his/her behalf and that member shall be an independent director.

Article 4 The members of the Nomination Committee shall be nominated in the following three ways:

- (I) by the chairman of the Board;
- (II) by more than one-half of the independent directors; or
- (III) by more than one-third of all directors.

The election of the members of the Nomination Committee shall be approved by the Board.

Article 5 A member of the Nomination Committee must meet the following conditions:

- (I) having not fallen into the categories where a person shall not serve as a director or senior management member in accordance with the Company Law, the Articles of Association or the securities regulatory rules of the place where the Company's shares are listed;
- (II) having not been declared as an unsuitable candidate by any stock exchange within the last three years;
- (III) having not been subject to any administrative penalty by the China Securities Regulatory Commission due to gross violation of laws and regulations within the last three years;
- (IV) possessing good moral character, being familiar with the industry in which the Company operates, possessing certain macroeconomic analysis and judgment ability and other relevant expertise or working background;
- (V) meeting other conditions required by relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

A person who does not meet the qualification requirements prescribed in the preceding article shall not be elected as a member of the Nomination Committee. A member of the Nomination Committee who no longer meets the qualification requirements in the preceding article during his/her term of office shall resign on his/her own initiative or be removed by the Board.

Article 6 The term of office of the members of the Nomination Committee shall be the same as that of the directors of the Board. Each member shall be eligible for re-election upon the expiry of his/her term of office. If any member ceases to be a director of the Company during his/her term of office, he/she shall automatically lose his/her qualification as a member of the Nomination Committee, and the vacancy in the Nomination Committee shall be filled in accordance with these Terms of Reference.

Article 7 A member of the Nomination Committee may resign before the expiry of his/her term of office, and shall submit a written resignation report to the Board, which shall not take effect unless approved by the Board. Additionally, the resigning member shall perform related duties in accordance with these Terms of Reference before the by-election member assumes office.

Chapter 3 Duties and Authorities

Article 8 The Nomination Committee is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

- (I) nominating, appointing or removing directors;
- (II) making recommendations to the Board at least annually on the size and composition of the Board, including the structure, size and composition of the Board (including in terms of skills, knowledge and experience), and making recommendations to the Board on any proposed changes to the Board to align with the Company's strategy;
- (III) appointing or dismissing senior management;
- (IV) nominating, appointing or removing directors, identifying individuals suitably qualified to become Board members and selecting or giving advice to the Board on the selection of individuals nominated for directorships, and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors;
- (V) reviewing the independence of independent directors;
- (VI) formulating and maintaining a policy concerning diversity of the Board, and reviewing regularly and disclosing in the corporate governance report the diversity policy or a summary of the policy;
- (VII) appointing or dismissing senior management;
- (VIII) other matters as stipulated in the laws and regulations, the requirements of the China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and as authorized by the Board.

The Nomination Committee of the Board shall assess the qualifications of directors and senior management annually, and where it finds that anyone does not meet the qualifications, it shall promptly recommend his/her removal to the Board.

Article 9 The Nomination Committee is accountable to the Board, and its recommendations shall be submitted to the Board for consideration and decision. If the Board has not adopted or has not fully adopted the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting the same in a Board resolution, and make relevant disclosure.

The members of the Nomination Committee must assume the duties of loyalty and diligence to the Company in accordance with the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The reports and resolutions made by the Nomination Committee must be in compliance with the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the requirements of the Articles of Association. The Board has the right to veto any reports or resolutions made by the Nomination Committee that are not in compliance with the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Chapter 4 Decision-making Procedures

Article 10 The Nomination Committee may, 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 in light of the actual situation of the Company, study the election criteria, selection procedures and term of office of the directors and senior management of the Company, and make recommendations to the Board.

Article 11 The selection and review procedures of the Nomination Committee for candidates for directors and senior management shall include:

- (I) to actively communicate with the Company's shareholders and relevant departments to understand the Company's needs for directors and senior management;
- (II) to conduct an extensive search for candidates for directors and senior management among the staff of the Company, its controlled companies and invested companies, in the talent market, etc.;
- (III) to collect and fully understand the occupation, academic qualifications, job titles, detailed work experience and all part-time jobs, etc. of the shortlisted candidates;
- (IV) to seek opinions from the shortlisted candidates regarding the nomination; if he/she does not agree, he/she shall not be considered as a candidate for directorship or senior management;
- (V) to convene a meeting of the Nomination Committee, at which the qualifications of the candidates for directors and senior management shall be reviewed based on the qualification requirements for directors and senior management;
- (VI) to submit to the Board its proposals and relevant materials concerning the candidates for directors and senior management before the election of a new director or the appointment of a new senior management member;
- (VII) to carry out other follow-up tasks based on the decisions of and feedback from the Board.

Chapter 5 Rules of Procedure

Article 12 Meetings of the Nomination Committee may be held from time to time upon being convened by the chairperson or proposed by the non-chairperson members. If a meeting is proposed by a non-chairperson member, the chairperson shall convene such meeting within three days after receiving the proposal. Meetings of the Nomination Committee shall be presided over by the chairperson. Meetings of the Nomination Committee shall be held only if more than half of the members are present.

Article 13 The notice of a meeting of the Nomination Committee may be given by facsimile, telephone, e-mail, mobile phone text message, personal delivery or in writing, but it shall be ensured that the meeting materials can be delivered simultaneously. The notice shall be given at least three days before the date of the meeting. However, in the event of an emergency, an extraordinary meeting may be held at any time after it is confirmed that all persons who shall attend the meeting have received the notice of the meeting. The meeting notice shall include the following:

- (I) the date and place of the meeting;
- (II) the reasons for and agenda of the meeting;
- (III) the date of notification.

Materials for a meeting of the Nomination Committee shall be sent to all members and relevant attendees along with the meeting notice.

Article 14 The members of the Nomination Committee shall attend a meeting of the Nomination Committee in person. Should a member be unable to attend the meeting, he/she may appoint another member in writing to attend such meeting on his/her behalf, and the appointed proxy shall be an independent director. The instrument of proxy shall specify the name of the proxy, matters entrusted, scope of authorization and duration of validity, and shall be signed or sealed by the principal. The member attending the meeting on his/her behalf shall exercise rights within the scope of authorization. If a member neither attends a meeting of the Nomination Committee nor appoints another member to attend such meeting on his/her behalf, it shall be deemed that he/she has waived the voting rights at such meeting.

Article 15 The quorum for the meetings of the Nomination Committee shall be at least two-thirds of all its members. Each member shall have one vote. Resolutions made at the meetings shall be passed by more than half of all committee members.

Article 16 A meeting of the Nomination Committee may be held on site. Vote at the meeting shall be taken by a show of hands or by poll, and the resolutions shall be signed by the members attending the meeting. On the premise of ensuring that the committee members can fully express their opinions, a meeting of the Nomination Committee may also be held and the resolutions may also be made by means of facsimile or through the Internet, and the resolutions shall be signed by the members attending the meeting.

Article 17 Where the Nomination Committee deems necessary, it may invite the directors and senior management of the Company to attend its meetings.

Article 18 The Nomination Committee may, if necessary, engage intermediaries to provide professional advice for its decisions at the cost of the Company.

Article 19 The Nomination Committee shall maintain the minutes of meetings. All members attending the meetings shall sign on the minutes of meetings, which shall be kept by the Board office.

Article 20 Members and non-voting attendees attending a meeting of the Nomination Committee are obligated to keep confidential the matters discussed thereat, shall not disclose any relevant information without authorization, and shall not seek interests for themselves or others by taking advantage of inside information.

Chapter 6 Supplementary Provisions

Article 21 These Terms of Reference shall be interpreted by the Board of the Company.

Article 22 Matters not covered by these Terms of Reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the State, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. If these Terms of References contravene any laws and regulations promulgated by the State, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended through lawful procedures, the relevant laws and regulations of the State, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail. These Terms of Reference shall be immediately amended accordingly and submitted to the Board for consideration and approval.

Article 23 These Terms of Reference shall be approved by the Board and be implemented from the date on which H shares are issued by the Company and are listed on The Stock Exchange of Hong Kong Limited. The Board of the Company shall decide the matters relating to any amendment to these Terms of Reference.

Huaqin Co., Ltd.

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