

# **Shenzhen Creality 3D Technology Co., Ltd.**

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

### **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** In order to further establish and improve the selection criteria and procedures for directors and senior management of Shenzhen Creality 3D Technology Co., Ltd. (hereinafter referred to as the “Company”), and to optimize the corporate governance structure, the Company has established the Nomination Committee of the Board 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 Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic 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”), and other relevant laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company’s securities are listed, the Articles of Association of Shenzhen Creality 3D Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”), and the Rules of Procedure for the Board of Directors of Shenzhen Creality 3D Technology Co., Ltd.

**Article 2** The Nomination Committee is a specialized working body established by the Board of Directors in accordance with the Articles of Association and the Hong Kong Listing Rules. It is primarily responsible for reviewing the selection procedures, standards, and qualifications of directors and senior management of the Company, making recommendations to the Board, and is accountable to and reports to the Board.

The provisions regarding the duties of directors under the Company Law, the Articles of Association, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company’s securities are listed shall apply to the members of the Nomination Committee.

### **CHAPTER 2 COMPOSITION**

**Article 3** The Nomination Committee shall consist of three directors, a majority of whom shall be independent non-executive directors. The Nomination Committee shall include at least one director of a different gender.

**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive directors, or more than one-third of all directors, and shall be elected by the Board.

**Article 5** The Nomination Committee shall have one chairman, who shall be the chairman of the Board or an independent non-executive director, and shall be responsible for convening and presiding over the work of the Nomination Committee. The chairman of the committee shall be elected by the members of the Nomination Committee and submitted to the Board for approval.

**Article 6** The term of office of the members of the Nomination Committee shall be the same as that of the directors. Upon the expiry of their term, members are eligible for re-election. During the term of office, if a member no longer serves as a director of the Company, or if a member who is an independent non-executive director no longer possesses the independence as required by the Articles of Association, such member shall automatically be disqualified as a member, and the Board shall fill the vacancy within three months in accordance with the provisions of Articles 3 to 5 above.

**Article 7** A working group shall be established under the Nomination Committee to be responsible for daily liaison and meeting organization. Members of the working group do not need to be members of the Nomination Committee.

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

**Article 8** The primary duties and authorities of the Nomination Committee include:

- (I) to review and assess the structure, size, and composition (including the skills, knowledge, and experience) of the Board at least annually based on the operating activities, asset scale and shareholding structure, to assist the Board in preparing a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (II) to develop the Company's corporate governance policies and practices, regularly monitor their implementation, and make recommendations to the Board;
- (III) to study the selection criteria and procedures for directors, the general manager, and other senior management and make recommendations; to review and monitor the training and continuous professional development plans for directors and senior management;
- (IV) to identify individuals suitably qualified to become directors, the general manager, and other senior management, and to select or make recommendations to the Board on the selection of individuals nominated for such positions;
- (V) to examine the candidates for directors, the general manager, and other senior management and make recommendations;
- (VI) to assess the independence of independent non-executive directors;
- (VII) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman and the chief executive), the general manager, and other senior management;
- (VIII) to develop and maintain a policy concerning diversity of the Board and workforce, to review the diversity policy or a summary of such policy at least annually, and to disclose it in the Company's annual report;

- (IX) to be responsible for identifying individuals suitably qualified to become directors and providing advice to the Board on the selection and nomination of individuals for directorship where the Board needs to increase the number of directors or fill vacancies on the Board; when identifying suitable candidates, the committee shall fully consider the complementarity in knowledge structure and experience, as well as the balance and independence of the Board's composition; based on objective criteria and with due regard for the benefits of board diversity and the business needs of the Group, the committee shall select candidates on a broad basis to ensure that Board members possess appropriate talents, experience, and diverse perspectives, so as to support the Company in achieving its strategic objectives, maintaining competitive advantages, and achieving sustainable development;
- (X) the committee shall be responsible for making recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their term of office, and making recommendations on the election or re-election of directors by shareholders and any matters relating to the continued appointment of any director at any time; where the Board proposes a resolution to elect an individual as an independent non-executive director at a general meeting, the committee should ensure that the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting sets out: (1) the process used for identifying the individual, the reasons why the Board believes the individual should be elected, and the reasons why they consider the individual to be independent; (2) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, the reasons why the Board believes the individual would still be able to devote sufficient time to the Board; (3) the opinions and perspectives, skills, and experience that the individual can bring to the Board; and (4) how the individual contributes to diversity of the Board;
- (XI) to formulate, review, and monitor the code of conduct and compliance manual (if any) for employees and directors;
- (XII) to review the Company's compliance with the Corporate Governance Code set out in Appendix C1 to the Hong Kong Listing Rules and the disclosure in the Corporate Governance Report;
- (XIII) to support the issuer in evaluating the performance of the Board on a regular basis;
- (XIV) other matters as required by applicable laws and regulations, the Articles of Association, the Hong Kong Listing Rules, and other matters authorized by the Board.

**Article 9** The Nomination Committee shall be accountable to the Board. Proposals of the Nomination Committee shall be submitted to the Board for consideration and decision.

The Nomination Committee shall provide the Board with all research and discussion findings, materials, and information in the form of reports, recommendations, or summaries for the Board's study and decision-making.

## CHAPTER 4 DECISION-MAKING PROCEDURES

**Article 10** The Nomination Committee shall, in accordance with the provisions of relevant laws, administrative regulations, other normative documents, the Hong Kong Listing Rules, and the Articles of Association, and taking into account the actual circumstances of the Company, study the selection criteria, selection procedures, and terms of office for the directors and senior management of the Company. After forming resolutions, the committee shall submit them to the Board for consideration and approval, and they shall implement the same accordingly.

**Article 11** Procedures for the selection and appointment of directors and senior management:

- (I) the Nomination Committee shall actively communicate with relevant departments of the Company, study the Company's requirements for directors and senior management, and prepare written materials;
- (II) the Nomination Committee may search for candidates for directors, the general manager, and other senior management on a broad basis within the Company, its holding (investee) companies, and the talent market;
- (III) the committee shall collect information regarding the occupation, education, professional titles, detailed work experience, and all concurrent positions of the preliminary candidates and prepare written materials;
- (IV) the committee shall seek the consent of the nominee for the nomination, otherwise such person shall not be considered as a candidate for a director or senior management position;
- (V) the committee shall convene a meeting of the Nomination Committee to conduct a qualification review of the preliminary candidates based on the requirements for the positions of directors and senior management;
- (VI) one to two months prior to the election of new directors and the appointment of new senior management, the committee shall submit recommendations and relevant materials regarding candidates for directors and newly appointed senior management to the Board;
- (VII) to carry out other follow-up work in accordance with the decisions and feedback of the Board. If necessary, the Nomination Committee may engage professional institutions to provide professional advice for its decision-making, and the reasonable expenses incurred shall be borne by the Company. The Board shall ensure that the Nomination Committee is provided with sufficient resources to perform its duties.

## CHAPTER 5 RULES OF PROCEDURE

**Article 12** Meetings of the Nomination Committee consist of regular meetings and extraordinary meetings. Regular meetings of the Nomination Committee shall be held at least once a year, and all members shall be notified 5 days prior to the meeting. The meetings shall be convened and presided over by the chairman of the committee. Where the chairman is unable to attend, he/she may delegate another member (an independent non-executive director) to convene and preside over the meeting.

Extraordinary meetings of the Nomination Committee shall be notified to all members 2 days prior to the meeting. The aforementioned notice period may be waived with the unanimous consent of all members.

Notice may be served by hand, fax, mail, e-mail, telephone, or other means.

**Article 13** A notice of the meeting of the Nomination Committee shall at least include the following:

- (1) The time and venue of the meeting;
- (2) The duration of the meeting;
- (3) The agenda to be discussed at the meeting;
- (4) The contact person and contact information;
- (5) The date of the notice.

In the case of a notice given by telephone, it shall at least include items (1) and (2) above. Written records shall be kept, and meeting documents shall be sent to all members before the meeting.

**Article 14** Meetings of the Nomination Committee may be held in the form of physical meetings, and the voting shall be conducted by way of poll. With the unanimous consent of all members, an extraordinary meeting may be held and resolutions may be passed by way of video conference, telephone, or written resolutions by circulation.

**Article 15** A meeting of the Nomination Committee shall only be held if more than two-thirds of the members (including members who have appointed other members as proxies in writing) are present. Each member shall have one vote. Resolutions proposed at a meeting must be passed by more than half of all members.

**Article 16** If a member of the Nomination Committee appoints another member to attend the meeting and exercise the voting right on his/her behalf, he/she shall submit a power of attorney to the chairman of the meeting. The power of attorney shall state the name of the proxy, the matters to be handled, the scope of authorization, and the period of validity, and shall be signed or sealed by the appointor. For matters involving voting, the appointor shall clearly state in the power of attorney his/her opinion on each matter by choosing “for”, “against”, or “abstain”. A member shall not grant or accept a discretionary proxy, a general proxy, or an authorization with an unclear scope. A valid power of attorney shall be submitted to the chairman of the meeting no later than the time of voting.

**Article 17** A member of the Nomination Committee who neither attends a meeting in person nor appoints another member to attend on his/her behalf shall be deemed as absent from such meeting. If a member fails to attend meetings in person and fails to appoint another member as proxy for two consecutive times, he/she shall be deemed as unable to properly perform his/her duties, and the Board may remove him/her from the position of committee member.

**Article 18** After the voting by the attending members is completed, the voting results of each member shall be collected and counted in a timely manner. For physical meetings, the chairman of the meeting shall announce the results on the spot. For meetings held in a non-physical form, the chairman of the meeting shall notify all members of the voting results in writing within three days after the expiration of the voting deadline.

**Article 19** Members of the working group may attend meetings of the Nomination Committee as non-voting attendees. Where necessary, directors and senior management of the Company may also be invited to attend the meetings as non-voting attendees.

**Article 20** When a meeting of the Nomination Committee discusses any matter relating to a member of the committee, such member shall recuse himself/herself.

**Article 21** The procedures for convening meetings, the method of voting, and the remuneration policies and distribution plans passed at the meetings of the Nomination Committee must comply with the provisions of relevant laws, administrative regulations, other normative documents, the Hong Kong Listing Rules, the Articles of Association, and these Terms of Reference.

**Article 22** Minutes shall be kept for the meetings of the Nomination Committee. Draft and final versions of the minutes shall be sent to all attending members within a reasonable period of time after the meeting – the draft for their comments and the final version for their records. Members attending the meeting shall sign the minutes. The minutes shall be kept by the Secretary to the Board of the Company for a period of not less than 10 years during the duration of the Company's existence.

**Article 23** The proposals passed and the voting results of the meetings of the Nomination Committee shall be reported to the Board of the Company in writing.

**Article 24** All members and other persons attending the meetings shall have an obligation of confidentiality regarding the matters discussed at the meetings and shall not disclose relevant information without authorization.

## **CHAPTER 6 ANNUAL GENERAL MEETING**

**Article 25** The chairman of the committee shall attend the Company's annual general meeting and be prepared to answer any shareholder's questions on matters relating to the duties of the Nomination Committee.

**Article 26** If the chairman of the committee is unable to attend the Company's annual general meeting, he/she shall arrange for another member of the committee to attend the meeting. Such person shall be prepared to answer shareholders' questions on the work of the committee at the annual general meeting.

## CHAPTER 7 SUPPLEMENTARY PROVISIONS

**Article 27** Unless otherwise specified, the terms used in these Terms of Reference shall have the same meanings as those in the Articles of Association.

**Article 28** The terms “above” and “within” as used in these Terms of Reference include the figure itself; while “more than” and “less than” do not include the figure itself.

**Article 29** For matters not covered by these Terms of Reference, the Company shall implement them in accordance with relevant laws, regulations, or normative documents, as well as the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company’s securities are listed, the Articles of Association, the resolutions of the Company’s general meetings, or other relevant rules and regulations. In the event that these Terms of Reference conflict with relevant laws, regulations, normative documents, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company’s securities are listed, or the Articles of Association, the relevant provisions shall prevail.

**Article 30** The Board shall be responsible for the formulation and amendment of these Terms of Reference, and shall be responsible for the interpretation of these Terms of Reference.

**Article 31** These Terms of Reference shall come into effect and be implemented from the date on which the overseas listed foreign shares (H shares) initially issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited, following the consideration and approval by the Board of the Company.

**Shenzhen Creality 3D Technology Co., Ltd.**  
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