RUIYUAN
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Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8249)

(Adopted on 1 June 2003 and updated on 25 August 2025)

Nomination Committee
Terms of Reference

Members

1. The majority of the members of the nomination committee (the "**Nomination Committee**") of Zhejiang RuiYuan Intelligent Control Technology Company Limited* (the "**Company**") shall be appointed by the board of directors (the "**Board**") of the Company from amongst the independent non-executive directors and should consist of not less than three members, and at least one member of the committee shall be a director of a different gender.

2. The chairman of the Nomination Committee (the "**Chairman**") shall be the chairman of the Board or an independent non-executive director as appointed by the Board.

3. The composition of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") as amended from time to time.

Quorum

4. The quorum for meetings of the Nomination Committee shall be two-thirds (including two-thirds) above the members attend.

5. Meetings of the Nomination Committee could be held in person, by telephone or by video conference. The members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

* *For identification purposes only*

Secretary

6. The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Nomination Committee. In the absence of the Company Secretary in any meeting of the Nomination Committee, a member of the Nomination Committee or such other person it may appoint should act as the secretary of meeting of the Nomination Committee.

Attendance

7. The Nomination Committee may invite any person, including any director or member of the senior management it deems appropriate to attend its meeting.

Frequency and proceedings of meetings

8. The Nomination Committee shall meet at least once a year.

9. Arrangement should be in place to ensure that all Nomination Committee members are given an opportunity to include matters in the agenda for regular Nomination Committee meetings.

10. Notice of at least 14 days together with an agenda should be given of a regular Nomination Committee meeting to give all Nomination Committee members an opportunity to attend. For all other meetings, reasonable notice should be given.

11. All Nomination Committee members and attendees should be provided with an agenda and accompanying papers in full in a timely manner and at least 3 days before the intended date of meeting to enable them to make informed decisions.

12. All Nomination Committee members should have access to the advice and services of the Company Secretary to ensure that Board committee procedures, and all applicable law, rules and regulations, are followed.

13. Nomination Committee papers and minutes should be open for inspection at any reasonable time on reasonable notice by a director.

Authority

14. The Nomination Committee may seek appropriate independent professional advice at the Company's expense as the Nomination Committee deems necessary.

15. The Company shall provide sufficient and necessary resources to the Nomination Committee to perform its duties.

16. The Nomination Committee is authorized by the Board:

    (1) to determine the policy for the nomination of directors to be performed by the Nomination Committee or the Board (if there is no Nomination Committee) during the year;

    (2) to adopt the nomination procedures, process and criteria to select and recommend candidates for directorship;

    (3) to do any such things to enable the Nomination Committee to discharge its authority and duties conferred on it by the Board;

    (4) in case of policy concerning diversity, to include board's policy or summary of the Board on board diversity, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives; and

    (5) to confirm to any requirement, direction and regulation that may from time to time be prescribed by the Board, contained in the articles of association of the Company or imposed by law, regulations or the GEM Listing Rules.

Duties

17. The duties of the Nomination Committee are:

    (1) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, skills, knowledge, experience, talents, length of service and other qualities of directors) of the Board at least annually, assist the board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategies;

    (2) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

    (3) to assess the independence of independent non-executive directors;

    (4) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman of the Board and the Chief Executive Officer;

    (5) to support the Company's regular evaluation of the board's performance;

(6) to report to the Board on its findings, decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements);

(7) to determine the policy for the nomination of directors; and

(8) to consider any other matters that may be referred to the Nomination Committee by the Board.

Minutes of meetings

18. Minutes of meetings of the Nomination Committee should be kept by a duly appointed secretary of the meeting of the Nomination Committee (the Company Secretary). Draft and final version of minutes shall be sent to all members of the Nomination Committee for their comment and records respectively within a reasonable time after the meeting.

Performance review

19. The Nomination Committee shall review its performance annually with reference to the authorities and duties set out herein and submit to the Board to review and approve.

Others

20. The terms of reference of the Nomination Committee shall be posted both on the Company's website and the website of The Stock Exchange of Hong Kong Limited.