

# Nanjing Sample Technology Co., Ltd.

## Rules of Procedures of Nomination Committee of the Board

### Chapter 1: General Provisions

**Article 1** In order to standardize the selection of directors and senior management of Nanjing Sample Technology Co., Ltd. (hereinafter referred to as the “**Company**”), optimize the composition of the board (hereinafter referred to as the “**Board**”) of directors (hereinafter referred to as the “**Director(s)**”) of the Company, and improve the corporate governance structure, these rules of procedures (hereinafter referred to as these “**Rules of Procedures**”) of the nomination committee (hereinafter referred to as the “**Nomination Committee**” or “**Committee**”) of the Board are formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the articles of association of Nanjing Sample Technology Co., Ltd. (the “**Articles of Association**”), and other relevant regulations.

**Article 2** The Nomination Committee is a specialized committee established under the Board. It is mainly responsible for studying the selection, selection criteria and procedures for the selection of Directors and senior management of the Company, providing opinions and recommendations to the Board. It is accountable to the Board, and accepting the supervision of the Company’s shareholders in accordance with the law.

The term “**senior management**” in these Rules of Procedures refers to the Company’s general manager, deputy general manager, finance in-charge, secretary to the Board, and other personnel explicitly appointed by the Board as senior management.

### Chapter 2: Composition

**Article 3** The Nomination Committee shall consist of three or more Directors, with independent (non-executive) Directors constituting the majority and with at least one member of a different gender.

**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Company, more than half of the independent (non-executive) Directors, or more than one-third of the members of the Board, and elected by the Board with a majority of all Directors. Once the proposal for election is approved, the newly elected member shall assume office immediately after the meeting of the Board.

**Article 5** The Nomination Committee shall have a chairman (convener), who shall be the chairman of the Company or an independent (non-executive) Director responsible for presiding over the Committee's work. The chairman of the Committee shall be elected from among the members of the Committee and reported to the Board for approval.

When the chairman of the Committee is unable or unwilling to perform his/her duties, more than half of the members of the Committee shall jointly nominate an independent non-executive Director to perform his/her duties.

**Article 6** The term of office of the Nomination Committee shall be the same as that of the current Board. Members may be re-elected upon expiration of their term. If a member no longer serves as a director of the Company during his/her term of office, he/she will automatically lose his/her membership of the Committee.

Members of the Nomination Committee members may submit a written resignation report to the Board before the expiration of their term of office to resign from their positions as members. The resignation report shall provide necessary explanations on the reasons for resignation and matters that require the attention of the Board.

When a member of the Nomination Committee loses his/her qualifications or is permitted to resign, the Board shall supplement the number of members of the Committee in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules and the provisions of Articles 3 to 5 of these Rules of Procedures. The term of office of the supplementary member shall end when the member's term of office as a Director ends.

Before the expiry of their term, members shall not be dismissed without causes unless circumstances stipulated in the Company Law, the Articles of Association, or the Listing Rules arise.

**Article 7** The members of the Committee may be adjusted during their term of office upon proposed by the chairman of the Company and discussed and approved by the Board.

**Article 8** The secretary to the Board shall provide support and assist the Nomination Committee in performing its duties and carrying out its work. The Nomination Committee shall be provided with sufficient resources to perform its duties.

### **Chapter 3: Duties and Powers**

#### **Article 9**

The Nomination Committee is responsible for formulating the selection criteria and procedures for selection of Directors and senior management, screening and reviewing candidates and their qualifications. The specific duties of the Nomination Committee include:

- (1) in accordance with the Company Law and Listing Rules, and taking into account the Company's shareholding structure and other specific circumstance, review at least annually the structure, diversity, and composition (including skills, knowledge, and experience) of the Board; assist in preparing a skills matrix of the Board; and make recommendations on any changes to the Board to align with the Company's strategy. When considering the composition of members of the Board, the diversity of members should be considered from multiple aspects, including but not limited to the gender, age, cultural and educational background and professional experience of Directors;
- (2) study the selection criteria and procedures for selection of Directors and senior management, identify suitably qualified individuals, and nominate or recommend such individuals to the Board;
- (3) widely search for qualified candidates for Directors and senior management;
- (4) review and assess the implementation of the Board diversity policy to ensure its continued effectiveness, and if necessary, modify or recommend to the Board the modification of the Board diversity policy;
- (5) assess the independence of independent (non-executive) Directors;
- (6) make recommendations to the Board on the nomination, appointment, removal, or reappointment of Directors (especially the chairman and general manager) and Directors' succession planning;
- (7) make recommendations to the Board on the appointment or dismissal of senior management;
- (8) evaluate each Director's time and contribution to the Board and his/her ability to discharge his/her duties effectively;
- (9) support the Company's regular evaluation of Board's performance (at least every two years);

- (10) other duties stipulated by laws, administrative regulations, the Listing Rules, the Articles of Association, and matters authorized by the Board.

**Article 10** The Nomination Committee may request support from senior management of the Company to facilitate its work.

**Article 11** The Nomination Committee is accountable to the Board, and the proposals of the Committee shall be submitted to the Board for deliberation and decision.

#### **Chapter 4: Duties of Chairman of the Committee**

**Article 12** The chairman of the Nomination Committee shall mainly exercise the following duties:

- (1) Convene regular meetings of the Nomination Committee;
- (2) in special circumstances, convene extraordinary meetings;
- (3) to preside over the meetings of the Nomination Committee;
- (4) organize the drafting of special research reports on nominations;
- (5) approve the daily research reports;
- (6) other duties assigned by the Board and the Nomination Committee.

#### **Chapter 5: Working Procedures**

**Article 13** The Nomination Committee shall study the election conditions and selection procedures of the Directors and senior management of the Company in accordance with relevant laws and regulations, the Listing Rules and the Articles of Association, and taking into account the actual situation of the Company, and shall submit its resolutions to the Board for review and approval, and implement it accordingly.

**Article 14** Procedures for the selection of Directors and senior management:

- (1) the Nomination Committee should actively communicate with relevant departments of the Company to study the needs for Directors and senior management and prepare written materials;

- (2) the Nomination Committee may conduct extensive searches for candidates for Directors and senior management within the Company, holding (or investing) companies, and the talent market;
- (3) collect the occupation, education background, job title, detailed work experience, all part-time jobs, etc. of the preliminary candidates, and form written materials;
- (4) the Nomination Committee should fully listen to the nominees' opinions on the nomination;
- (5) convene a meeting of the Nomination Committee to review the qualifications of the shortlisted candidates based on the qualifications for the appointment of Directors and senior management;
- (6) Before electing new Directors or appointing new senior management, submit recommendations and relevant materials on candidates for Directors and senior management to the Board;
- (7) Carry out other follow-up work according to the decision and feedback of the Board.

**Article 15** The secretary to the Board is responsible for providing support, making preliminary preparations for the Nomination Committee's decision-making, providing relevant information of the Company, and assisting the Nomination Committee in performing its duties.

## **Chapter 6: Rules of Procedure**

**Article 16** The Nomination Committee shall meet at least once a year, with all members notified at least five days in advance; An extraordinary meeting may be held when proposed by the chairman of the Committee, more than half of the members of the Committee or the chairman of the Company. The convening of an extraordinary meeting is not subject to the above-mentioned notice period.

**Article 17** A meeting of the Nomination Committee may be held only if at least two-thirds of the members are present or participate by other means.

- Article 18** If a member cannot attend the meeting in person due to personal reasons, he or she may authorize another member of the Nomination Committee to attend and vote on his or her behalf in writing. The power of attorney shall state the name of the agent, the matters to be represented, the scope of authorization and the validity period, and shall be signed or stamped by the principal and submitted to the meeting host at the latest before vote of the meeting.
- Article 19** Meetings of the Nomination Committee may be held in person, by telephone, video conference, circulation of documents, fax, email, or other communication methods.
- Article 20** The voting method of the meeting of the Nomination Committee shall be voting by show of hands, by poll or by correspondence. Each member has one vote, and the voting is divided into three opinions: “for”, “against” and “abstention”. When the number of votes in favor and against is equal, the chairman of the Committee has the right to cast an additional vote.
- The resolutions made at the meeting must be passed by more than half of all members, and the relevant resolutions or opinions should be signed by the members of the Nomination Committee who attended the meeting. If voting is conducted by correspondence or by show of hands, once a member of the Committee signs the resolution, he or she will be deemed to have attended the meeting and agreed to the content of the resolutions of the meeting.
- Article 21** When discussing matters involving member of the Nomination Committee, the member concerned should abstain; If no effective review opinion can be formed due to the abstention of the members of the Nomination Committee, the relevant matters shall be directly considered by the Board.
- Article 22** The Nomination Committee may, if necessary, invite Directors, senior management, or external advisors to attend meetings. If needed, the Nomination Committee may engage intermediaries to provide professional advice for its decision-making, and the expenses shall be borne by the Company.
- Article 23** The resolutions passed and voting results of the meetings of the Nomination Committee shall be reported to the Board in writing.
- Article 24** The convening procedures, voting method of the meeting and the proposals passed by the meeting of the Nomination Committee must comply with relevant laws, regulations, Listing Rules, Articles of Association, and these Rules of Procedures.

- Article 25** The meeting of the Nomination Committee shall be recorded and the members present at the meetings shall sign the minutes. The minutes shall be properly kept by the secretary to the Board for a period of not less than ten years. Upon reasonable notice given by any Director, such records shall be made available to that Director for inspection within a reasonable time.
- Article 26** The minutes of the meeting of the Nomination Committee shall include at least the following contents: the date, place and name of the convener of the meeting; the names of the persons attending the meeting, and those attending the meeting on behalf of others shall be specially noted; the agenda of the meeting; the main points of the members' speeches; the voting method and results of each resolution or proposal; and other matters that should be explained and recorded in the minutes of the meeting.
- Article 27** All members attending the meeting and those attending the meeting as non-voting attendees have the obligation to keep confidential the matters discussed at the meeting and shall not disclose relevant information without authorization.

## **Chapter 7: Supplementary Provisions**

- Article 28** The term “above” in these Rules of Procedures includes the number itself; “more than” does not include the number itself; and “day” refers to working days. Unless otherwise specified, the terms used in these Rules of Procedures have the same meaning as those in the Articles of Association.
- Article 29** The Nomination Committee shall publish these Rules of Procedures on the websites of The Stock Exchange of Hong Kong Limited and the Company.
- Article 30** Matters not covered in these Rules of Procedures shall be governed by relevant national laws, regulations, the Listing Rules and the Articles of Association. If these Rules of Procedures conflict with future national laws, regulations, the Listing Rules or the Articles of Association as amended through legal procedures, the latter shall prevail, and these Rules of Procedures shall be amended accordingly and submitted to the Board for deliberation and approval.
- Article 31** These Rules of Procedures have been reviewed and approved by the Board and came into effect and were implemented on 18 July 2025.
- Article 32** These Rules of Procedures shall be interpreted by the Board.