

Nanjing Sample Technology Co., Ltd.

Rules of Procedures of Remuneration Committee of the Board

Chapter 1: General Provisions

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

Article 2 The Remuneration Committee is a specialized committee established under the Board. It is mainly responsible for formulating assessment standards and conducting assessment for Directors and senior management; responsible for formulating and reviewing the remuneration plans or programs for the Directors and senior management of the Company. It is accountable to the Board, and accepting supervision by the Company’s shareholders in accordance with the law.

Chapter 2: Composition

Article 3 The Remuneration Committee shall consist of three or more Directors, with independent (non-executive) Directors constituting the majority.

Article 4 Members of the Remuneration 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 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 Remuneration Committee shall have one chairman (convener), who shall be an independent (non-executive) Director, and shall be responsible for presiding over the 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 shall jointly nominate an independent (non-executive) Director to perform his/her duties.

Article 6 The term of office of the Remuneration 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 Remuneration 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 Remuneration 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 office of the Board shall provide support and assist the Remuneration Committee in performing its duties and carrying out its work. The Remuneration Committee shall be provided with sufficient resources to perform its duties.

Chapter 3: Duties and Powers

Article 9

The Remuneration Committee is responsible for formulating assessment criteria and conducting assessment of Directors and senior management, and formulating and reviewing remuneration policies and schemes such as the remuneration determination mechanism, decision-making process, payment and stop payment recovery arrangements for Directors and senior management. The specific duties of the Remuneration Committee include:

- (1) study and review the remuneration policies and scheme for Directors and senior management of the Company, based on the corporate policies and objectives set by the Board, the positions, responsibilities and scope of work of Directors and senior management, and with reference to the remuneration levels of relevant positions in the same region, industry or competitors, and to make recommendations to the Board on the establishment of formal and transparent procedures;
- (2) review the performance of the Directors and senior management of the Company every year and conduct annual performance appraisals on them. Based on the evaluation results, formulate annual remuneration plans and further reward and punishment plans, submit them to the Board for review, and supervise the specific implementation of the plans;
- (3) review and approve management remuneration proposals with reference to corporate policies and objectives set by the Board;
- (4) responsible for evaluating the Company's remuneration system and reviewing and supervising its implementation, and reviewing and approving management's remuneration recommendations based on the corporate policies and objectives set by the Board;
- (5) with the delegated responsibility by the Board to determine the remuneration packages of individual executive Directors and senior management, or to recommend to the Board the remuneration packages of individual executive Directors and senior management. Such remuneration packages include non-monetary benefits, pension rights and compensation amounts (including compensation for loss or termination of office or appointment);

- (6) make recommendations to the Board on the remuneration of non-executive Directors;
- (7) continuously supplement and revise the remuneration system and remuneration framework according to the development of the market and the Company;
- (8) consider the salaries paid by similar companies, the time commitment and responsibilities required, and the employment conditions of other positions within the group;
- (9) review and approve compensations payable to executive Directors and senior management for loss or termination of their office or appointment to ensure that such compensations are consistent with the contract terms; if they are not consistent with the contract terms, the compensation must be fair and reasonable and not excessive;
- (10) review and approve compensation arrangements for the dismissal or removal of Directors due to misconduct to ensure that such arrangements are consistent with the contract terms; if they are not consistent with the contract terms, the compensation must be reasonable and appropriate;
- (11) ensure that no Director or any of his/her associates determines his/her own remuneration;
- (12) review and/or approve matters relating to share schemes as set out in Chapter 17 of the Listing Rules;
- (13) consider and implement other matters as defined or delegated by the Board from time to time or as required by the Listing Rules from time to time; and
- (14) other duties stipulated by the Articles of Association and other matters authorized by the Board.

Article 10

The remuneration plans or programs proposed by the Remuneration Committee shall not harm the interests of shareholders, and the Board has the right to veto remuneration plans or programs which harm the interests of shareholders.

Article 11 The remuneration plan or scheme for the Directors proposed by the Remuneration Committee shall be submitted to the shareholders' meeting for deliberation and approval before implementation (if applicable) after being approved by the Board; the remuneration plan or scheme for the Company's senior management shall be submitted to the Board for approval.

Chapter 4: Duties of Chairman of the Committee

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

- (1) Convene regular meetings of the Remuneration Committee;
- (2) in special circumstances, convene extraordinary meetings;
- (3) to preside over the meetings of the Remuneration Committee;
- (4) organize and write a specific remuneration research report;
- (5) approve the daily research reports;
- (6) other duties assigned by the Board and the Remuneration Committee.

Chapter 5: Working Procedures

Article 13 The Remuneration Committee shall study the term of office, assessment standards and remuneration policies of the Directors and managers of the Company in accordance with relevant laws and regulations, the Listing Rules and the Articles of Association, and take 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 The Remuneration Committee's evaluation procedures for Directors and Senior management:

- (1) the Remuneration Committee conducts performance evaluation on Directors and senior management in accordance with the performance evaluation standards and procedures, based on the Company's operating results confirmed by the auditor's report and the work reports of Directors and senior management;

- (2) Based on the evaluation results of job performance and remuneration distribution policies, the Committee studies internally and proposes the amount of remuneration and reward methods for Directors and senior management. After the vote is passed, it will be submitted to the Board for deliberation in the form of a board proposal.

Chapter 6: Rules of Procedure

Article 15 The Remuneration 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 16 A meeting of the Remuneration Committee may be held only if at least two-thirds of the members are present or participate by other means.

Article 17 If a member cannot attend the meeting in person due to personal reasons, he or she may authorize another member of the Remuneration 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 18 Meetings of the Remuneration Committee may be held in person, by telephone, video conference, circulation of documents, fax, email, or other communication methods.

Article 19 The voting method of the meeting of the Remuneration 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 Remuneration 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 20** When discussing matters involving member of the Remuneration Committee, the member concerned should abstain; When the Remuneration Committee evaluates or discusses the remuneration of an individual director attending the meeting, the relevant Director shall recuse himself. If no effective review opinion can be formed due to the abstention of the members of the Remuneration Committee, the relevant matters shall be directly considered by the Board.
- Article 21** The Remuneration Committee may, if necessary, invite Directors and senior management to attend meetings. If needed, the Remuneration Committee may engage intermediaries to provide independent professional advice for its decision-making, and the expenses shall be borne by the Company.
- Article 22** The resolutions passed and voting results of the meetings of the Remuneration Committee shall be reported to the Board in writing.
- Article 23** The convening procedures, voting method of meeting and the remuneration policies and distribution plans passed by the meeting of the Remuneration Committee must comply with relevant laws, regulations, Listing Rules, Articles of Association, and these Rules of Procedures.
- Article 24** The meeting of the Remuneration 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 during the Company's existence. Upon reasonable notice given by any Director, such records shall be made available to that Director for inspection within a reasonable time.
- Article 25** The minutes of the meeting of the Remuneration 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 26** 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 27** 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 28** The Remuneration Committee shall publish these Rules of Procedures on the websites of The Stock Exchange of Hong Kong Limited and the Company.
- Article 29** 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 30** These Rules of Procedures have been reviewed and approved by the Board and came into effect and were implemented on 18 July 2025.
- Article 31** These Rules of Procedures shall be interpreted by the Board.