

Nanjing Sample Technology Co., Ltd.

Rules of Procedures of Strategy Committee of the Board

Chapter 1 General Provisions

Article 1 In order to ensure the rationality of the development strategy planning and scientific investment decision-making of Nanjing Sample Technology Co., Ltd. (hereinafter referred to as the “**Company**”), enhance the Company’s environmental, social and governance (ESG) management level, further improve the corporate governance structure, and enhance the Company’s core competitiveness and sustainable development capabilities, these Rules of Procedures (hereinafter referred to as these “**Rules of Procedures**”) of the strategy committee (hereinafter referred to as the “**Strategy Committee**” or the “**Committee**”) of the board (hereinafter referred to as the “**Board**”) of directors (hereinafter referred to as the “**Director(s)**”) of the Company 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 Strategy Committee is a specialized committee established under the Board. It is mainly responsible for researching and making recommendations on the Company’s long-term development strategy and significant investment decisions, formulating the Company’s development strategy plan, supervising and inspecting the implementation of the annual operating plan and investment plan, proposing and evaluating the Company’s ESG strategy, vision and goals, and monitoring the implementation of ESG policies. It is accountable to the Board and is subject to supervision by the Company’s shareholders in accordance with the law.

Chapter 2 Composition

Article 3 The Strategy Committee shall consist of three or more Directors, including at least the chairman of the Company.

Article 4 The members of the Strategy Committee are nominated by the chairman of the Company or, more than half of the independent (non-executive) Directors, or more than one-third of the members of the Board, and other members except the chairman are 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 Strategy Committee shall have a chairman (convener), who shall be the chairman of the Board, and shall be responsible for presiding over the work of the Committee.

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

Article 6 The term of office of the Strategy Committee shall be the same as that of the current Board. Members may be re-elected upon expiration of their term of office. 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 Strategy Committee 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 requiring the attention of the Board.

After a member of the Strategy Committee loses his/her qualifications or is approved for resignation, the Board shall make up the number of members in accordance with applicable laws, administrative regulations, departmental regulations, 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 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 is responsible for providing support and assisting the Strategy Committee in fulfilling its duties and carrying out its work. The Strategy Committee should be provided with sufficient resources to fulfill its duties.

Chapter 3 Duties and Powers

Article 9 The duties and responsibilities of the Strategy Committee are:

- (1) to study and make recommendations on the Company's development strategy plan;

- (2) to study and make recommendations on significant investment and financing plans which must be approved by the Board as stipulated in the Articles of Association;
- (3) to study and make recommendations on significant capital operations and asset management projects which must be approved by the Board as stipulated in the Articles of Association;
- (4) to study and make recommendations on other significant matters affecting the Company's development;
- (5) to inspect the implementation of the above matters;
- (6) to review the Company's ESG report and submit it to the Board for review;
- (7) other powers and responsibilities empowered by the Board.

Chapter 4 Duties of Chairman of the Committee

Article 10 The chairman of the Strategy Committee shall mainly perform the following duties:

- (1) convene and preside over the meetings of the Committee;
- (2) supervise and inspect the work of the Committee;
- (3) sign relevant documents of the Committee;
- (4) report the work of the Committee to the Board;
- (5) other duties required by the Board.

Chapter 5 Working Procedures

Article 11 The secretary to the Board shall coordinate the relevant functional departments of the Company to provide materials to the Strategy Committee for decision-making. The heads of the relevant departments of the Company or the holding (investing) enterprises shall report their intentions of significant investment, financing, capital operation, asset management projects, the preliminary feasibility reports and the basic information of the counterparty, etc.

Article 12 The Strategy Committee shall hold meetings to discuss the submitted proposals and submit the discussion results to the Board.

Chapter 6 Rules of Procedures

Article 13 The Strategy Committee may hold meetings at irregular intervals as needed. All members shall be notified of the meeting five days before the meeting, but the above notice period may be waived for temporary meetings held under special or emergency circumstances.

Article 14 A meeting of the Strategy Committee can only be held if more than two-thirds of the members are present or participate in other ways.

Article 15 If a member cannot attend the meeting in person due to personal reasons, he or she may authorize other member of the Strategy 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 16 The meeting of the Strategic Committee may be held in person, by telephone, video conference, circulation of documents, fax, email, or other appropriate means.

Article 17 The voting method of the meeting of the Strategy 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 Strategy 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 18 The Strategy Committee may invite other Directors and senior management of the Company to attend the meeting when necessary. If necessary, the Strategy Committee may engage an intermediaries to provide professional advice for its decision-making, and the expenses shall be borne by the Company.

Article 19 The resolutions passed and voting results of the meeting of the Strategy Committee shall be reported to the Board in writing.

- Article 20** The convening procedures, voting methods of the meeting and the proposals passed by the meeting of the Strategy Committee must comply with relevant laws, regulations, the Articles of Association and these Rules of Procedures.
- Article 21** The meeting of the Strategy Committee shall be recorded and the members present at the meeting 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 22** The minutes of the meeting of the Strategy 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 23** 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 24** 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 25** The Strategy Committee shall publish these Rules of Procedures on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.
- Article 26** 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 27** These Rules of Procedures have been reviewed and approved by the Board and came into effect and were implemented on 18 July 2025.
- Article 28** These Rules of Procedures shall be interpreted by the Board.