Asymchem Laboratories (Tianjin) Co., Ltd.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE UNDER THE BOARD OF DIRECTORS

(Revised in July 2025)

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CHAPTER 1 GENERAL PROVISIONS

Article 1 To regulate the appointment of directors and senior management members of the Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Company**"), and optimize the constitution of the board of directors and senior management members and the corporate governance structure, these rules are formulated for the Nomination Committee under the board of directors, which was established by the Company in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (the "**Listing Rules**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), the Articles of Association of Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Articles**") and other relevant regulations.

Article 2 The Nomination Committee of the board of directors is a specific working body set up by the Board in accordance with the Articles. Its main responsibilities are to study and recommend the standards and procedures for selecting directors and senior management members, and to review and submit proposals on the candidates for directorship and senior management members of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three (3) directors with independent non-executive directors as the majority, who shall be elected and appointed by the board of directors and the convener shall be an independent non-executive Director. The Nomination Committee shall have at least one director of a different gender.

Article 4 The Nomination Committee members shall be nominated by either the chairman of the board of directors, over half of the independent non-executive directors or more than one third of all the directors and shall be elected by the board of directors.

Article 5 The Nomination Committee shall have one chairman (convener), who shall be appointed by the board of directors and shall be an independent non-executive director. The chairman shall preside at meetings of the Nomination Committee, and shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the board of directors on relevant matters.

The chairman of the Nomination Committee, in case of failure or inability to perform his/her duties, shall designate another committee member who is an independent non-executive director to act on his/her behalf.

Article 6 The term of office of the Nomination Committee shall be three

years, which is consistent with that of the board of directors. After expiration of such term, a committee member may serve for another term upon being re-elected. If a committee member ceases to be a director of the Company or otherwise is unable to fulfill his/her duty as a director before the expiry of his/her term of office, such member shall be disqualified as a member automatically and the board of directors shall appoint a new member to fill the vacancy pursuant to the requirements set out above. Member of the committee have not attended the committee meetings in person for two consecutive times, nor have he/she entrusted other members of the committee to perform his/her duties, nor have he/she submitted written opinions before the meeting are deemed to be unable to perform the duties of committee, the board of directors may adjust the committee members in accordance with these terms of reference.

Article 7 The secretary to the board of directors is responsible for the daily work liaison and organization of meetings of the Nomination Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The primary responsibilities of the Nomination Committee include:

(I) to review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least annually and make recommendations to the board of directors on the size and composition of the board of directors based on the Company's operating activities, asset size and shareholding structure, and make recommendations on any proposed changes to the board of directors to complement the Company's strategy;

(II) to formulate the criteria for identifying candidates for members of the board of directors and senior management and reviewing and assessing their qualifications;

(III) to formulate and regularly review measurable objectives for the implementation of the Board Diversity Policy and monitor the progress of the implementation of such objectives;

(IV) to identify individuals suitably qualified to become board of directors members and senior management and make recommendations to the board of directors on the selection and nomination of individuals nominated for directors and senior management;

(V) to review the independence of independent non-executive directors;

(VI) to make recommendations to the board of directors on the appointment or re- appointment of directors and senior management, and succession planning for directors and senior management;

(VII) to formulate, inspect and evaluate the appropriateness of the corporate governance guidelines of the Company, and make recommendations on any proposed changes to the board of directors for consideration;

(VIII) to examine and supervise the training and continuous professional development of directors and senior management;

(IX) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to directors and senior management;

(X) to assist the board in maintaining a board skills matrix;

(XI) to assess each director's time commitment and contribution to the board, as well as the director's time commitment and contribution to the board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on any stock exchange(s) and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience; and

(XII) other matters authorized by the board of directors.

Article 9 The Nomination Committee shall review the Company's policies concerning the workforce diversity (including senior management) and their implementation and make recommendations to the Board to enhance their effectiveness and foster a diverse and inclusive workplace environment.

Article 10 The Nomination Committee shall evaluate and check its effectiveness and the adequacy of its scope of functions annually, be in support of the Company's regular evaluation of the board's performance, and make recommendations on any proposed changes to the board of directors.

Article 11 The Nomination Committee is accountable to the board of directors and the proposals submitted by the Nomination Committee shall be submitted to the board of directors for consideration and approval. The board of directors shall fully respect the recommendations made by the Nomination Committee on the nomination of candidates for directors and senior management, and shall not set aside or refuse to vote on the candidates for directors and senior management nominated by the Nomination Committee without sufficient reasons or reliable evidence. The controlling shareholder shall fully respect the recommendations of the Nomination Committee without sufficient reason or reliable evidence.

Where the recommendations of the Nomination Committee are not adopted or are not fully adopted by the board of directors, the opinions of the Nomination Committee and the specific reasons thereof shall be recorded in the resolutions of the board of directors and disclosed.

Article 12 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

Article 13 The Nomination Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the board of directors by including them on the websites of the stock exchanges where the Company's securities are listed and the website of the Company.

Article 14 The Company shall provide the Nomination Committee with sufficient resources to perform its duties.

CHAPTER 4 PROCEDURES OF DECISION MAKING

Article 15 The Nomination Committee shall, pursuant to the relevant laws and regulations, the Listing Rules, the Hong Kong Listing Rules and the Articles together with the actual situation of the Company, examine the qualifications, selection process and terms of office for the Company's directors and senior management, form a resolution, file it for the record, submit it to the board of directors for approval and implement it in compliance therewith.

Article 16 Procedures for selection and appointment of directors and senior management:

(I) the Nomination Committee shall proactively communicate with the Company's relevant departments, examine the Company's demand for new directors and senior management, and present such information in writing;

(II) the Nomination Committee may search extensively for candidates for directors and senior management from the Company, the enterprises in which the Company holds controlling or non-controlling interest and the HR market;

(III) to gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;

(IV) to seek the nominees' consent for nomination; otherwise, the nominees cannot be the candidates for directors or senior management;

(V) to convene a Nomination Committee meeting to review the qualifications of the candidates on the criteria for directors or senior management;

(VI) to make suggestion to the board of directors regarding the candidates for

directors and new senior management and submit the relevant information to the board of directors one to two months prior to the election of new directors and appointment of new senior management;

(VII) to complete other follow-up work according to the decision and feedback from the board of directors.

CHAPTER 5 PROCEDURES OF MEETINGS

Article 17 The meetings of the Nomination Committee fall into two categories: regular meetings and extraordinary meetings.

The Nomination Committee shall convene at least one regular meeting during each fiscal year. The regular meetings shall be convened within four months after the end of the previous fiscal year. An extraordinary meeting of the Nomination Committee may be requested by the chairman of the Company, the chairman of the Nomination Committee or more than two of its members jointly. Unless otherwise agreed by all the members of Nomination Committee, the notice of the regular meetings of the Nomination Committee shall be given three days prior to the date of a meeting, and reasonable notice shall be given for other meetings.

The meetings of Nomination Committee shall be presided over by the chairman. In the event that the chairman fails to attend the meeting, he or she may appoint another committee member (being the independent non-executive director) to preside over the meeting.

Article 18 The agenda and relevant supporting documents of the meetings shall be made available to all committee members and other appropriate attendees at least 3 days prior to the meeting (or at other times as agreed by the members), and complete and reliable information shall be provided to the Nomination Committee of the board of directors.

Article 19 The member of the Nomination Committee may attend the meetings in person or by other electronic means or through other means agreed upon among the members.

If a member cannot attend the meeting for some reason, he/she shall entrust other members as proxy in writing to attend the meeting on his/her behalf. The power of attorney shall specify the name of proxy, matters, authority and valid period, and shall be executed or sealed by the principal. The member attending the meeting as a proxy shall exercise the rights of the member as a principal within the scope of authorization. A member of the Nomination Committee who does not attend a meeting in person nor appoint another member to attend on his/her behalf shall be considered to give up the vote right in the meeting.

Article 20 A Nomination Committee meeting may only be convened

with the presence of more than two-thirds of the members. Each member has one vote. Resolutions may only be passed by more than half of all the members of the Nomination Committee voting in favor of such resolutions. In the event of an equality of votes, the chairman shall have a second or final vote.

Article 21 Votes may be made by a show of hands or by poll in a Nomination Committee meeting, while for voting at an extraordinary meeting of the Committee may also be by correspondence.

Article 22 The Nomination Committee may also invite other directors, supervisors and senior management of the Company to present at its meetings if necessary.

Article 23 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at reasonable cost of the Company.

Article 24 The procedures for convening of a Nomination Committee meeting, its voting methods and proposals to be passed at such meeting must comply with the provisions of applicable laws, regulations, Hong Kong Listing Rules, the Articles and these terms of reference.

Article 25 The relevant documents, plans, proposals, resolutions and minutes (records) of the Nomination Committee shall be kept by the secretary of the board of directors for a period of ten years and available for inspection by the director at any time. The resolutions and minutes (records) shall be signed by members attending the meetings. The members attending the meeting have the right to have their speeches at the meeting descriptively recorded on the meeting minute. Where a member has any comments or dissidence to the minutes, he/she may refuse to sign it, but shall deliver the aforesaid opinion in writing to the secretary to the board of directors within the specified time stated above. If the minutes are proved to contain errors or omissions, the secretary to the board of directors shall revise the minutes, and members of the committee shall sign the revised minutes.

Article 26 Minutes of meetings of the Nomination Committee shall be arranged to be prepared by the secretary to the board of directors and shall be provided to all members of the board of directors within a reasonable time after the meeting.

If reasonably notified by any director, the secretary to the board of directors shall make them available for inspection at any reasonable time.

Article 27 Resolutions passed by and voting results of the meeting of the Nomination Committee shall be reported in written to the Company's board of directors unless there are legal or regulatory restrictions on its ability to do so.

Article 28 The Committee members present shall have the obligation

of maintaining the confidentiality of the matters discussed at the meeting and shall not disclose any relevant information without authorization.

Article 29 A summary of the work performed by the Nomination Committee during the year shall disclose the policy for the nomination of directors performed by the Nomination Committee during the year including nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year. This section should set out the board diversity policy or a summary of the same including any measurable objectives for the implementing such policy and the progress on achieving the objectives.

CHAPTER 6 BOARD DIVERSITY POLICY

Article 30 When performing relevant duties, the Nomination Committee shall consider the diversity policy of the board of directors specified in these terms of reference. It shall be responsible for monitoring the implementation of the policy as well as reviewing and revising the policy to ensure its effectiveness.

Article 31 In reviewing the size and composition of the board of directors, identifying and nominating candidates for directors, the Nomination Committee shall consider relevant factors to achieve the diversity of the board of directors members according to the business model and specific demands of the Company. The Nomination Committee considers diversity of the board of directors from various aspects, including but not limited to gender, age, cultural and educational background, nationality, race or ethnic origin, professional experience, skills, knowledge, length of service, etc. After considering the aforesaid relevant factors, the Nomination Committee shall make a final recommendation on the appointment to the board of directors based on the merits of the candidates and contribution they may bring to the board of directors.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 32 These terms of reference shall become effective and be implemented from the date on which they are reviewed and approved by the board of directors.

Article 33 Any matter not covered by these terms of reference shall be dealt with in accordance with the relevant provisions of the laws, regulations, Listing Rules, Hong Kong Listing Rules and the Articles. In the event that these terms of reference are inconsistent with the laws, regulations and the legally revised Articles, the laws, regulations, Listing Rules, Hong Kong Listing Rules and the Articles shall prevail, and these terms of reference shall be amended on a timely basis and submitted to the board of directors of the Company for approval.

Article 34 The interpretation of these terms of reference shall be vested in the board of directors of the Company.