Anhui Conch Material Technology Co., Ltd.
安徽海螺材料科技股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02560)

TERMS OF REFERENCE AND RULES OF PROCEDURES OF THE NOMINATION COMMITTEE UNDER THE BOARD

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of directors, optimize the composition of the Board and improve the corporate governance structure of Anhui Conch Material Technology Co., Ltd. (the "**Company**") and its subsidiaries (collectively, the "**Group**"), the nomination committee under the Board is established and these rules of procedures are formulated in accordance with the relevant laws and regulations of 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 "**Hong Kong Listing Rules**") and the requirements of the Articles of Association of Anhui Conch Material Technology Co., Ltd. (Applicable After the Issuance of Overseas Listed Foreign Shares) (the "**Articles of Association**").

Article 2 The Nomination Committee (the "**Committee**") is a specialized working body under the Board and is principally performing its monitoring function in the following areas:

(I) assisting the Board in formulating the procedures and criteria for electing and appointing the directors of the Company and assessing their qualifications within its scope;

(II) screening and nominating candidates for directors and members of the committees (hereinafter referred to as the "**Committees**") under the Board for consideration at the general meeting, after obtaining approval of the Board;

(III) ensuring the directors and members of the Committees always maintain sufficient skills, experience and knowledge to perform their duties; and

(IV) ensuring the continuous and effective performance of the Board on its corporate governance duties.

CHAPTER 2 COMPOSITION

Article 3 The Committee shall consist of three (or more) directors who shall be directly appointed by the Board and the majority of whom shall be independent non-executive directors. The Committee shall be chaired by an independent non-executive director/the chairman. At least one member of the Committee shall be director of a different gender.

Article 4 Members of the Committee shall attend regular meetings of the Committee, and shall actively express their opinions on matters proposed at the meetings and have a thorough understanding of the roles and responsibilities of the Committee.

Article 5 At the request of the Committee, other members of senior management and representatives of external consultants shall also be in attendance at some or all meetings of the Committee or participate in the discussion of certain matters proposed at the meetings.

Article 6 The secretary to the Board or the joint company secretaries or their proxy shall be the secretary of the Committee.

CHAPTER 3 DUTIES AND RESPONSIBILITIES

Article 7 The principal duties and responsibilities of the Committee shall include:

(I) in light of the operating activities, size of assets and shareholding structure of the Company, reviewing the structure, size, composition, diversity of the Board and the diversity of all staff (including senior management) to identify suitable candidates (including but not limited to gender, age, cultural and educational background, expertise, skills, knowledge and length of services) in accordance with its diversity policy at least annually, assist the Board in maintaining a Board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(II) making recommendations to the Board on the appointment or re-appointment and succession plan of the directors, especially the chairman of the Board and the chief executive officer, including duly considering a combination of factors such as the Company's corporate strategy and personnel skills, knowledge, experience and needs of personal diversification required in the future;

(III) identifying suitably qualified individuals for appointment as additional directors or to fill Board vacancies as and when vacancies arise, and making recommendations to the Board on the selection and nomination of such persons; in identifying suitable candidates, the Committee shall take into full consideration whether the knowledge structure and experience of the Board members complement each other, and the balance and independence of the composition of the Board, and shall choose from a wide range of candidates based on objective criteria, taking into account the benefits of the diversity of the Board members and its diversity policy and in light of the Group's business needs, so that members of the Board possess proper ability, experience and diversified perspectives to support the Company in realizing strategic objectives, maintaining competitive strengths and achieving sustainable development;

(IV) assisting the Board in assessing and re-reviewing the independence of the independent non-executive directors;

(V) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continuous and effective competitiveness of the Company in the marketplace;

(VI) performing regular review on and assessing each 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 the Main Board or GEM of the The Stock Exchange of Hong Kong Limited 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 assessing whether the directors have devoted sufficient time and efforts by way of performance appraisal;

(VII) the Committee shall make recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their terms of office, and make recommendations on matters in relation to the election or re-election of directors by shareholders, and the continuation in office of any director at any time; where the Board decides to propose a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

1. the process used for identifying the individual and the reasons of the Board's belief on the election and independence of such individual;

2. the perspectives, skills and experience that the individual can bring to the Board; and

3. how the individual contributes to diversity of the Board.

(VIII) ensuring a formal letter of appointment be delivered to a director upon his appointment to the Board, which clearly sets out the principal terms and conditions of the appointment;

(IX) supporting the Company's regular evaluation of the Board's performance; and

(X) implementing other matters as authorized by the Board from time to time, as set out in the Articles of Association from time to time or as required by laws from time to time.

Article 8 The Nomination Committee shall also perform the following functions:

(I) formulating the Company's corporate governance policies and practices, reviewing the implementation of these policies and practices and making recommendations to the Board;

(II) reviewing and monitoring the training and continuous professional development plans of the directors and senior management members;

(III) reviewing and monitoring the implementation of Company's policies and practices regarding compliance with laws and regulatory rules;

(IV) formulating, reviewing and monitoring the compliance with the code of conduct and compliance manual (if any) applicable to the employees and directors;

(V) reviewing the Company's compliance with the Corporate Governance Code as set out in Appendix C1 to the Hong Kong Listing Rules, together with the information disclosure in the Corporate Governance Report;

(VI) the Committee shall upload these rules of procedures to the websites of the Stock Exchange of Hong Kong Limited and the Company to explain its duties and power delegated by the Board.

CHAPTER 4 POWER

Article 9 The Committee has the right to seek adequate administrative support from the senior management members of the Group for performing its duties and has separate and independent access to senior management members of the Group.

Article 10 The senior management members shall duly provide the Committee with sufficient and appropriate information required for fulfilment of its duties. The Committee has the right to request any senior management members of the Group to promptly respond to queries raised by any member of the Committee as comprehensive as possible.

Article 11 Members of the Committee may, upon reasonable request, seek independent professional advice for their decision-making in appropriate circumstances, at the Group's expense. In the event of seeking professional advice from an external consultant, such consultant shall be appointed by the chairman of the Committee and its opinions shall be directly submitted to the chairman of the Committee (independent of the senior management members).

CHAPTER 5 RULES OF PROCEDURES

Article 12 The Committee shall convene regular meetings at least once a year before the regular meetings of the Board in principle. Notice shall be given to all members no less than 3 business days prior to the meeting, but the aforesaid notice period may be waived with the written consent from more than half of all members.

Article 13 Extraordinary meetings may be convened upon proposal by the chairman or more than half of all members of the Committee. Notices of extraordinary meetings shall be given to all members no less than 3 business days prior to the meeting, but the aforesaid notice period may be waived with the written consent from more than half of all members.

Article 14 Materials and notice of the meetings of the Committee shall be issued simultaneously. All members shall fully read the meeting materials prior to the meeting.

Article 15 The meetings of the Committee shall be, in principle, convened in an onsite way with the presence of more than half of all members. The meetings may also be convened by telecommunication means or circulation of written resolutions provided that all members are allowed to fully express their opinions. Telecommunication means refer to the use of telephone, videos and other means to participate in the meeting; circulation of written resolutions refers to the way of making decision on proposals through separate or circulated service and consideration. The quorum of the meetings of the Committee shall be two, one of whom must be an independent non-executive director.

Article 16 The chairman of the Committee shall preside over meetings of the Committee. In the event that the chairman of the Committee is unable to attend, another member (who shall be independent non-executive director) may be designated to preside over the meetings. If such delegation is not made, more than half of the members being present shall select a member (who shall be independent non-executive director) to preside over the meetings.

Article 17 Members of the Committee shall attend the meetings in person. In the event that a member is unable to attend for any reason, he/she may authorize another member in writing to attend and vote on his/her behalf. The proxy who attends and votes at the meeting shall submit the power of attorney to the chairman of the meeting before it begins. The power of attorney shall set out the name of the principal, name of the proxy, matters delegated, voting instructions on matters proposed at the meeting (for or against), scope and validity period of authorization, and shall be signed or sealed by the principal. The proxy shall exercise the right within the scope of authorization. The principal who authorizes other members to attend the meeting on his/her behalf shall be solely liable to any decision made by the proxy within his/her scope of authorization.

Article 18 Voting at the meetings of the Committee shall be conducted by a show of hands, by verbal votes or by open ballots, and every member shall have one vote. Resolutions made at the meetings shall not take effect unless they are passed by more than half of all members (including members unable to be present). Members of the Committee shall give express votes, either for or against, but may not abstain from voting.

Article 19 At the request of the Committee, it may invite persons other than the members of the Committee such as directors, relevant senior management members and heads of relevant departments of the Company to be in attendance at part or whole of any meeting of the Committee. A prior approval from the chairman of the Committee shall be obtained for the list of such persons in attendance at the meetings.

Article 20 Any member who is interested in the matter being discussed at the meeting of the Committee and his/her associates shall abstain from attending the meetings.

Article 21 Full minutes of the meetings of the Committee shall be kept. Minutes of the meetings of the Committee shall provide a sufficient and detailed record the matters considered and decisions reached by the Nomination Committee, including all concerns raised or dissenting views expressed by the members. Members attending the meetings shall sign on the final version of the minutes of the meetings.

Article 22 Members of the Committee and persons attending the meetings shall keep confidential of all matters discussed at the meetings. Unauthorized disclosure of relevant information is prohibited.

CHAPTER 6 REPORTING PROCEDURES

Article 23 The proposals of the Nomination Committee shall be considered and approved by the Board; among which, resolutions on the nomination of candidates for directors shall, after reviewed by the Board, be submitted to the general meeting for consideration and approval prior to implementation.

Article 24 All minutes of the meetings prepared by the Committee in accordance with the Article 21 of these rules of procedures shall be kept by the secretary to the Committee and be available for inspection at any reasonable time on reasonable notice by any director.

Article 25 The Committee shall regularly report to the Board on matters set out in these rules of procedures, including the work of the Committee, unless those committees are restricted by legal and regulatory restriction and cannot report.

CHAPTER 7 ANNUAL GENERAL MEETING

Article 26 The chairman of the Committee shall attend annual general meetings of the Company and be prepared to answer any shareholder's questions in relation to the duties of the Nomination Committee.

Article 27 If the chairman of the Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member (who must be an independent non-executive director) of the Committee to attend in his place. Such person shall be prepared to answer any shareholder's questions in relation to the work of the Committee at the annual general meeting.

CHAPTER 8 EFFECTIVE DATE AND AMENDMENTS

Article 28 Upon the date of approval by the Board, these rules of procedures shall become effective and be implemented. Where it is necessary to amend these rules of procedures in light of changes in circumstances, the amendments shall be proposed by the Committee and submitted to the Board for consideration and approval.

Article 29 Matters not covered by these rules of procedures shall be handled in accordance with the requirements of relevant state laws and regulations, the Hong Kong Listing Rules and the Articles of Association of the Company; in case there is any inconsistency between these rules of procedures and state laws and regulations to be issued in the future, the Hong Kong Listing Rules or the Articles of Association of the Company amended by lawful procedures, the relevant state laws and regulations, the Hong Kong Listing Rules and the Articles of Association of the Company shall prevail and these rules of procedures shall be amended immediately subject to the approval of the Board.

Article 30 These rules of procedures shall be interpreted by the Board.

Approved and adopted by the Board on 27 November 2025, with effective from 31 December 2025

(There is no text below)