

MeiG Smart Technology Co., Ltd.

Terms of Reference for the Nomination Committee of the Board (Applicable after the issuance and listing of H Shares)

Chapter 1 General Provisions

Article 1 In order to regulate the selection of MeiG Smart Technology Co., Ltd.’s (the “**Company**”) leadership personnel, optimize the composition of the Board of Directors of the Company (the “**Board**”), and improve the corporate governance structure, and in accordance with laws, administrative regulations, provisions of the China Securities Regulatory Commission (hereinafter referred to as the “**CSRC**”), business rules of the Shenzhen Stock Exchange, the securities regulatory authorities and stock exchanges rules of the place where the Company’s stocks are listed (hereinafter collectively referred to as the “**the securities regulatory authorities of the place where the Company’s stocks are listed**”) (hereinafter collectively referred to as the “**the securities regulatory authorities rules of the place where the Company’s stocks are listed**”), the Articles of Association of MeiG Smart Technology Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), and other relevant provisions, including but not limited to the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Shenzhen Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 — Standard Operation of Main Board Listed Companies, and the Administrative Measures for Independent Directors of Listed Companies, the Company hereby establishes a Nomination Committee of the Board and formulates these Terms of Reference.

Article 2 The Nomination Committee is a specialized working body established by the Board pursuant to a resolution of the shareholders’ meeting. It is primarily responsible for formulating the selection criteria and procedures for Directors and senior management, and for selecting and reviewing candidates for Directors and senior management as well as their qualifications.

Chapter 2 Composition

Article 3 The Nomination Committee shall consist of at least three directors, of which at least two shall be independent Directors.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman of the Board, more than half of the independent Directors, or one-third of all Directors, and shall be elected by the Board. At least one member of the Nomination Committee shall be a Director of a different gender.

Article 5 The Nomination Committee shall have one chairperson (the convener), who shall be an independent Director, to preside over the work of the Committee; The chairperson (the convener) shall be elected among the members and shall be appointed upon approval by the Board.

Article 6 The Nomination Committee shall have the same term of office as that of the Board. After the term expires, members of the Nomination Committee can be re-elected. If any member ceases to be a Director of the Company during the term of office, or a member who is required to be an independent Director no longer meets the independence requirements stipulated in the securities regulatory authorities rules of the place where the Company's stocks are listed and the Articles of Association, he/she automatically lose his/her membership of the Committee and the Committee shall fill the vacancy in accordance with the provisions of Articles 3 to 5 above.

Chapter 3 Duties and Authorities

Article 7 The main duties and authorities of the Nomination Committee are as follows:

- (I) To make recommendations to the Board regarding the size and composition of the Board based on the Company's operational activities, asset scale, and equity structure;
- (II) To study the selection criteria and procedures of directors and senior management personnel and make recommendations to the Board;
- (III) To select qualified candidates for Directors and senior management;
- (IV) To review and provide recommendations on candidates for Directors and senior management;
- (V) To review, at least annually, the structure, size, and composition (including skills, knowledge, diversity policy, and experience) of the Board, assist the Board in preparing a skills matrix, and make recommendations for any changes proposed to the Board to align with the Company's strategy;
- (VI) To identify individuals with appropriate qualifications to serve as Directors and to select and nominate such individuals for appointment as Directors or make recommendations to the Board accordingly;
- (VII) To assess the independence of independent non-executive Directors;

- (VIII) To make recommendations to the Board regarding the appointment or re-appointment of Directors and succession plans for Directors (particularly the Chairman of the Board and the chief executive officer);
- (IX) To support the Company in regularly evaluating the performance of the Board;
- (X) To formulate and appropriately review the Board diversity policy and prepare appropriate disclosure content regarding the diversity policy for inclusion in the corporate governance report;
- (XI) To evaluate the time commitment and contribution of each Director and their ability to perform duties effectively, considering factors such as the Director's professional qualifications and work experience, their time commitments to other directorships at issuers listed on the Main Board or GEM and other significant external appointments, as well as other factors or circumstances relating to the Director's personality, character, independence, and experience;
- (XII) In the case of a proposed re-appointment of an independent non-executive Director who has served for more than nine years, to explain to the Board why the Director is still considered independent and should be re-elected, including the factors considered, the process, and discussions leading to this decision, which shall then be submitted to shareholders for consideration and approval in the form of an independent resolution;
- (XIII) In the case where the Board proposes to elect an individual as an independent non-executive Director, to explain to the Board: (a) the process for identifying that individual, the reasons for proposing their election, and why they are considered independent; (b) if the prospective independent non-executive Director is to hold a directorship at a seventh (or more) issuer listed on the Main Board or GEM, the reasons for believing the individual can still devote sufficient time to perform their director's duties; (c) the perspectives, skills, and experience the individual can bring to the Board; and (d) how the individual contributes to Board diversity, which shall then be submitted to shareholders for consideration and approval in the form of an independent resolution;
- (XIV) Other matters authorized by the Board and other matters stipulated by relevant laws, administrative regulations, departmental rules, and the securities regulatory authorities rules of the place where the Company's stocks are listed.

Article 8 The Nomination Committee is responsible to the Board, and the proposals raised by the Committee shall be submitted to the Board for consideration and decision; Controlling shareholders should fully respect the recommendations of the Nomination Committee in the absence of sufficient reasons or reliable evidence; otherwise, they may not propose alternative candidates for Directors or senior management.

The Nomination Committee shall make recommendations to the Board on the following matters:

- (I) Nomination or appointment or removal of Directors;
- (II) Appointment or dismissal of senior management;
- (III) Other matters stipulated by laws, administrative regulations, the securities regulatory authorities rules of the place where the Company's stocks are listed, and the Articles of Association.

The Board shall record and disclose in its resolutions the opinion of the Nomination Committee and the specific reasons for not adopting or fully adopting the recommendations of the Nomination Committee.

Chapter 4 Decision-Making Procedures

Article 9 The Nomination Committee shall, in accordance with the relevant laws and regulations and the Articles of Association, and taking into account the actual circumstances of the Company, study the election criteria, selection procedures, and terms of office for the Company's Directors and senior management. After forming a resolution, it shall be filed and submitted to the Board for approval, and shall be implemented accordingly.

The Nomination Committee shall review the qualifications of the nominees and form a clear opinion on the review.

Article 10 Procedures for the selection and appointment of directors and senior management:

- (I) the Nomination Committee shall actively communicate with the Company's major shareholders and relevant departments of the Company to study the Company's demand for the new directors and senior management and form written materials;
- (II) the Nomination Committee may conduct an extensive search within the Company and controlling (shareholding) enterprises, as well as in the talent market, for candidates for directors and senior management;

- (III) to collect occupation, education, job title, detailed work experience, all part-time jobs and other information of the proposed candidates, and form written materials;
- (IV) without the consent of the nominee, the nominee shall not be selected as a director or senior management;
- (V) to convene meetings of the Nomination Committee and conduct qualification examination of the candidates according to the office conditions of the directors and senior management;
- (VI) one to two months prior to the election of new Directors or the appointment of new senior management, submit recommendations and relevant materials regarding the candidates for Director and the candidates for newly appointed senior management to the Board;
- (VII) other follow-up works that are based on the decisions and feedback of the Board.

Chapter 5 Terms of Reference

Article 11 A meeting of the Nomination Committee shall be notified to all members at least three days in advance. The meeting shall be convened and presided over by the chairperson. If the chairperson is unable to attend, they may authorize another independent Director to preside. If the convener is unable to perform their duties and does not designate another independent Director member to perform the convener's duties, any member may promptly report the relevant situation to the Company's Board of Directors, and the Board shall designate an independent Director member to perform the convener's duties.

Article 12 Meetings of the Nomination Committee shall only be held when more than two-thirds of the members are present. Each member shall have one vote, and resolutions approved at the meeting shall be approved by more than half of all members.

Article 13 The voting at the meetings of the Nomination Committee shall be undertaken by show of hands or voting. At Interim meetings, the voting will be conducted by way of communication means.

Article 14 The Nomination Committee may invite directors and other senior managers of the Company to attend the meeting as audience if necessary.

Article 15 The Nomination Committee may engage intermediaries to provide professional advice on its decision-making at the Company's expense, if necessary.

Article 16 The procedures for convening meetings of the Nomination Committee, the way of voting and resolutions approved at the meeting must comply with the provisions of the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 17 Minutes shall be recorded for the meetings of the Nomination Committee and shall be signed by the attending members. The meeting minutes shall be kept by the Secretary to the Board of the Company. Meeting materials and minutes shall be retained for at least ten years.

Article 18 Resolutions passed and the voting results of the Nomination Committee meetings shall be submitted in writing to the Board of the Company.

Article 19 Members who are present at the meeting shall keep confidential the matters discussed at the meeting, and shall not disclose relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 20 The Terms of Reference shall come into force as of the date when the H shares issued by the Company are listed on The Stock Exchange of Hong Kong Limited upon the consideration and approval of the Board.

Article 21 Matters not covered in the Terms of Reference shall be implemented in accordance with the provisions of the relevant laws and administrative regulations of the PRC, the securities regulatory authorities rules of the place where the Company's stocks are listed and the Articles of Association. In case of any conflict between the Terms of Reference and any future laws and administrative regulations of the PRC, the securities regulatory authorities rules of the place where the Company's stocks are listed or the Articles of Association as amended by legal procedures, the relevant laws and administrative regulations of the PRC, the securities regulatory authorities rules of the place where the Company's stocks are listed and the Articles of Association shall prevail, and the Terms of Reference shall be amended immediately and submitted to the Board of the Company for consideration and approval.

Article 22 The right of interpretation of the Terms of Reference belongs to the Board.