Delton Technology (Guangzhou) Inc.
廣州廣合科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

Terms of Reference of the Nomination Committee of the Board of Directors (Draft) (Applicable after the Listing of H Shares)

CHAPTER 1 GENERAL

Article 1 In order to further regulate the mechanism for the appointment of leadership personnel of Delton Technology (Guangzhou) Inc. (the "**Company**"), optimize the composition of the Board of Directors (the "**Board**"), and improve the corporate governance structure, these Terms of Reference are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**HKEX Listing Rules**"), and other applicable laws, regulations, and normative documents, as well as the Articles of Association of Delton Technology (Guangzhou) Inc. (the "**Articles of Association**").

Article 2 The Nomination Committee is a special working body set up by the Board, which is mainly responsible for selecting candidates for directors and senior management of the Company, determining selection criteria and procedures, and making recommendations.

The term "independent director" as used in these Terms of Reference includes "independent non-executive directors" as determined under the HKEX Listing Rules.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three or more directors, including more than half independent directors. The Nomination Committee includes at least one director of a different gender.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, or above one-half of the independent directors or one-third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have one chairperson (convener), who shall be an independent director and is responsible for presiding over the Committee's work. The chairperson shall be elected by more than half of the members and reported to the Board for record.

Article 6 Members of the Nomination Committee shall have a tenure identical to that of the Board. The members are eligible for re-election upon expiry of the tenure. During the tenure, if a member no longer takes up the duties of the director of the Company, his status as a member shall be disqualified automatically, and the Committee shall fill up the required number of members as stipulated in Articles 3 to 5 of the Rules.

Article 7 The securities affairs office of the Company serves as the daily working body of the Nomination Committee, responsible for the preparation of meetings and the preparation of relevant meeting materials.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management, conducting the selection and review of candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

(I) Researching and formulating the selection criteria and procedures for directors and senior management and making recommendations to the Board, considering factors including but not limited to: culture, educational background, and professional experience;

(II) Making recommendations to the Board on the nomination of directors, advising the Board on the appointment or re-appointment of directors and succession planning for directors (especially the Chairman and the General Manager), and reviewing and making recommendations on candidates for directors of the Company (especially the Chairman and the Chief Executive Officer);

(III) Appointing or dismissing senior management, reviewing and making recommendations on candidates for senior management of the Company (especially the General Manager);

(IV) Reviewing the independence of independent non-executive directors;

(V) At least annually reviewing the structure, size, composition, and diversity of the Board (including aspects of gender, age, culture and educational background, skills, knowledge, professional experience, and length of service), assisting the Board in preparing a Board skills matrix, and making recommendations to the Board on any proposed changes to the Board to align with the Company's strategy;

(VI) Supporting the Company in regularly evaluating performance of the Board, and assess each director's time commitment and contribution to the Board, as well as their ability to effectively fulfill their duties (at least once every two years);

(VII) Identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the nomination of such individuals for directorship. When identifying suitable candidates, the Nomination Committee should consider the merits of the candidates and take into account, based on objective criteria, the benefits of Board diversity; and

(VIII) Other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Company's Articles of Association.

If the Board does not adopt or fully adopts the recommendations of the Nomination Committee, the Board's resolution shall record the Nomination Committee's opinions and the specific reasons for not adopting them, and disclosure shall be made in accordance with the securities regulatory rules of the place where the Company's shares are listed (if required).

Article 9 The Nomination Committee reports its work to the Board and is accountable to the Board.

CHAPTER 4 PROCEDURES OF DECISION-MAKING

Article 10 The nomination committee shall review the criteria for election, procedures for selection and term of office of directors and senior management of the Company in accordance with the requirements of relevant laws, regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association in light of the actual situation of the Company. Any resolution made in this regard shall be submitted to the Board for approval, and shall be implemented accordingly.

Article 11 The procedures of election and appointment for directors and senior management shall be as follows:

(I) the nomination committee shall communicate actively with relevant departments of the Company to understand the demand of the Company for new directors and senior management and shall produce written materials;

(II) the nomination committee may seek extensively for candidates of directors and senior management in the Company, its holding (shareholding) companies and job market;

(III) the nomination committee shall collect information on, among others, occupation, educational background, job titles, detailed working experience of and all part-time jobs undertaken by the candidates and produce written materials;

(IV) the nomination committee shall seek consent from nominees, otherwise they shall not be deemed as candidates for directors and senior management;

(V) the nomination committee shall convene meetings to review the qualification of shortlisted candidates based on the requirements of directors and senior management;

(VI) the nomination committee shall make recommendations and submit relevant materials to the board of directors regarding candidates for directors and newly-appointed senior management; and

(VII) the nomination committee shall conduct other follow-up work pursuant to the decision of and feedback from the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 12 Notice of a meeting of the Nomination Committee shall be given to all members at least three days in advance (by written notice, email, fax, telephone, or other means). The meeting shall be presided over by the chairperson. If the chairperson is unable to attend, he or she may designate another member (an independent director) to preside over the meeting. In special or urgent circumstances, the above notice period may be waived.

Article 13 A meeting of the Nomination Committee may be held only if more than two-thirds of the members are present. Each member shall have one vote. Resolutions adopted at the meeting must be approved by more than half of all members.

Article 14 Voting at meetings of the Nomination Committee shall be conducted by a show of hands or by poll. Extraordinary meetings may be held by means of written or electronic communication for voting purposes.

Article 15 The Company's securities affairs office may attend meetings of the Nomination Committee as a non-voting participant. When necessary, other directors and senior management personnel of the Company may be invited to attend the meeting.

Article 16 Where necessary, the Nomination Committee may engage intermediary agencies to provide professional opinions for its decision-making, and the related expenses shall be borne by the Company.

Article 17 The procedures for convening meetings of the Nomination Committee, the methods of voting, and the resolutions adopted at such meetings shall comply with applicable laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these Terms of Reference.

Article 18 Minutes shall be kept for meetings of the Nomination Committee, containing sufficiently detailed records of matters considered and decisions reached at the meeting, including any concerns raised or dissenting opinions expressed by members. Draft and final versions of the meeting minutes shall be sent to all members of the Committee within seven days after the meeting. The draft shall be provided for members' comments, and the final version shall serve as the official record. Members attending the meeting shall sign the minutes. The minutes shall be kept by the secretary to the Board of the Company for a period of ten years. The minutes shall be available for inspection by any director at any reasonable time upon reasonable notice.

Article 19 Resolutions passed and voting results of the Nomination Committee meetings shall be submitted to the Board of the Company in written form.

Article 20 Members attending the meeting and other attendees shall have a duty of confidentiality with respect to the matters discussed at the meeting and shall not disclose relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 Matters not covered in these Terms of Reference shall be implemented in accordance with applicable national laws and regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. In the event of any conflict between these Terms of Reference and the national laws and regulations subsequently introduced, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association as amended through lawful procedures, such laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and Articles of Association shall prevail, and these Rules shall be revised immediately and submitted to the Board for consideration and approval.

Article 22 These Terms of Reference, upon consideration and approval by the Board of the Company, shall take effect and be implemented from the date of listing of overseas listed shares (H shares) issued by the Company on The Stock Exchange of Hong Kong Limited. Upon the implementation of these Terms of Reference, the Company's original Terms of Reference of the Nomination Committee of the Board shall automatically become invalid.

Article 23 These Terms of Reference shall be interpreted and amended by the Board.

Delton Technology (Guangzhou) Inc.
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