THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nsing Technologies Inc., you should at once hand this circular, together with the form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NSING TECHNOLOGIES INC.
國民技術股份有限公司

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

(Stock Code: 2701)

(1) 2025 WORK REPORT OF THE BOARD;
(2) 2025 ANNUAL REPORT AND SUMMARY AND THE 2025 ANNUAL RESULTS ANNOUNCEMENT;
(3) 2025 PROFIT DISTRIBUTION PROPOSAL;
(4) PROPOSAL ON THE ESTIMATED GUARANTEE LIMIT FOR SUBSIDIARIES FOR 2026;
(5) PROPOSAL FOR THE SHAREHOLDERS' MEETING TO GRANT THE BOARD A GENERAL MANDATE TO ISSUE H SHARES OF THE COMPANY;
(6) PROPOSAL FOR THE SHAREHOLDERS' MEETING TO AUTHORISE THE BOARD TO DEAL WITH MATTERS RELATING TO SMALL-SCALE RAPID FINANCING;
(7) PROPOSAL ON APPOINTMENT AND RE-APPOINTMENT OF AUDIT FIRMS;
(8) PROPOSAL ON THE REVISION OF REGISTERED CAPITAL, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND REGISTRATION OF CHANGES;
(9) PROPOSAL ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' MEETING;
(10) PROPOSAL ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD OF DIRECTORS;
(11) PROPOSAL ON THE FORMULATION OF THE REMUNERATION MEASURES FOR DIRECTORS AND SENIOR MANAGEMENT; AND
(12) NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING

All capitalised terms used in this circular have the meanings set out in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 1 to 2 of this circular.

The Company will convene the AGM at 3/F, Nsing Tower No. 109 Baoshen Road, Songpingshan Community, Xili Street Nanshan District, Shenzhen, Guangdong Province, PRC on Friday, 15 May 2026 at 3:00 p.m.. The notice convening the AGM is set out on pages 75 to 79 of this circular.

A form of proxy for use at the AGM is published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.nsingtech.com). If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

23 April 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"A Share(s)"	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Shenzhen Stock Exchange
"AGM"	the 2025 annual shareholders' meeting of the Company to be convened and held at 3/F, Nsing Tower No. 109 Baoshen Road, Songpingshan Community, Xili Street Nanshan District, Shenzhen, Guangdong Province, the PRC on Friday, 15 May 2026 at 3:00 p.m., or any adjournment thereof
"AGM Notice"	the notice of the AGM
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board" or "Board of Directors"	the board of Directors of the Company
"China Audit Asia Pacific"	China Audit Asia Pacific Certified Public Accountants LLP
"Company", "our Company", or "the Company"	NSING TECHNOLOGIES INC. (國民技術股份有限公司), a company established as a limited liability company in the PRC on 20 March 2000, the A Shares of which are listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300077) and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 2701). The Company changed its English name from Nations Technologies Inc. to NSING TECHNOLOGIES INC. on 9 September 2025
"Company Law" or "PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Deloitte Hong Hong"	Deloitte Touche Tohmatsu

"Deloitte Hua Yong"	Deloitte Touche Tohmatsu Certified Public Accountants LLP
"Director(s)"	the director(s) of the Company
"Group"	the Company and its consolidated subsidiaries
"H Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
"PRC" or "China"	the People's Republic of China
"PRC Securities Law"	Securities Law of the People's Republic of China, as amended from time to time
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of the Board
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"Shareholder(s)"	holder(s) of the Shares
"Treasury Share(s)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities have been included in this circular in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

NSING TECHNOLOGIES INC.
國民技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2701)

Executive Directors:
Mr. Sun Yingtong
Mr. Kan Yulun
Ms.Ye Yantao

Non-executive Director:
Mr. Zhou Bin

Independent non-executive Directors:
Mr. Chen Weiwu
Ms. Hao Dan
Ms. Ji Xingdan

Registered Office and Headquarter in the PRC:
1/F, Nsing Tower
No. 109 Baoshen Road
Songpingshan Community
Xili Street
Nanshan District, Shenzhen
Guangdong Province
PRC

Principal place of business in Hong Kong:
Room 1918, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

23 April 2026

To the Shareholders,

Dear Sir or Madam,

(1) 2025 WORK REPORT OF THE BOARD;
(2) 2025 ANNUAL REPORT AND SUMMARY AND THE 2025 ANNUAL RESULTS ANNOUNCEMENT;
(3) 2025 PROFIT DISTRIBUTION PROPOSAL;
(4) PROPOSAL ON THE ESTIMATED GUARANTEE LIMIT FOR SUBSIDIARIES FOR 2026;
(5) PROPOSAL FOR THE SHAREHOLDERS' MEETING TO GRANT THE BOARD A GENERAL MANDATE TO ISSUE H SHARES OF THE COMPANY;
(6) PROPOSAL FOR THE SHAREHOLDERS' MEETING TO AUTHORISE THE BOARD TO DEAL WITH MATTERS RELATING TO SMALL-SCALE RAPID FINANCING;
(7) PROPOSAL ON APPOINTMENT AND RE-APPOINTMENT OF AUDIT FIRMS;
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(9) PROPOSAL ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' MEETING;
(10) PROPOSAL ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD OF DIRECTORS;
(11) PROPOSAL ON THE FORMULATION OF THE REMUNERATION MEASURES FOR DIRECTORS AND SENIOR MANAGEMENT; AND
(12) NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING

I. INTRODUCTION

The Company will convene the AGM at 3/F, Nsing Tower No. 109 Baoshen Road, Songpingshan Community, Xili Street Nanshan District, Shenzhen, Guangdong Province, PRC on Friday, 15 May 2026 at 3:00 p.m.. The following resolutions (in which special resolutions are marked with #) will be proposed to the Shareholders at the AGM for their consideration and, if thought fit, approval:

Resolutions

1. To consider and approve the 2025 work report of the Board;

2. To consider and approve the 2025 annual report and summary;

3. To consider and approve the 2025 profit distribution proposal;

4. #To consider and approve the proposal on the estimated guarantee limit for subsidiaries for 2026;

5. #To consider and approve the proposal for the Shareholders’ meeting to grant the Board a general mandate to issue H Shares of the Company;

6. #To consider and approve the proposal for the Shareholders’ meeting to authorise the Board to deal with matters relating to small-scale rapid financing;

7. To consider and approve the resolution on (i) appointment of Deloitte Hua Yong as the Company's domestic audit firm for 2026 upon the expiry of the term of China Audit Asia Pacific at the AGM and re-appointment of Deloitte Hong Kong as the Company’s overseas audit firm for 2026; and (ii) the authorization to the management of the Company to determine the audit fees payable to Deloitte Hua Yong and Deloitte Hong Kong for 2026;

8. #To consider and approve the proposal on the revision of registered capital, amendments to the Articles of Association and registration of changes;

9. To consider and approve the proposal on the amendments to the Rules of Procedure for Shareholders’ Meeting;

10. To consider and approve the proposal on the amendments to the Rules of Procedure for the Board of Directors; and

11. To consider and approve the proposal on the formulation of the Remuneration Measures for Directors and Senior Management.

Along with handling the above matters, Shareholders will hear the 2025 work report made by independent Directors at the AGM.

The purpose of this circular is to give you the AGM Notice and provide details in respect of the aforesaid resolutions to be considered at the AGM.

Special resolutions will be proposed at the AGM to approve the proposal on the estimated guarantee limit for subsidiaries for 2026, the proposal for the shareholders' meeting to grant the Board a general mandate to issue H Shares of the Company, the proposal for the shareholders' meeting to authorise the Board to deal with matters relating to small-scale rapid financing, and the proposal on the revision of registered capital, amendments to the Articles of Association and registration of changes. In accordance with the Articles of Association, a special resolution shall be passed by an affirmative vote of more than two-thirds of the Company's total voting Shares held by the Shareholders who are present at the meeting (including proxies).

II. MATTERS TO BE CONSIDERED AT THE AGM

1. 2025 Work Report of the Board

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Work Report of the Board. For the main content of the 2025 Work Report of the Board, please refer to the relevant sections of the 2025 Annual Report published by the Company.

This resolution was considered and approved at the Board meeting on 30 March 2026, and is hereby submitted to the AGM for consideration and approval by way of an ordinary resolution.

2. 2025 Annual Report and Summary

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Annual Report and Summary. Please refer to the 2025 Annual Report and Summary (A Share) and 2025 Annual Report (H Share) published by the Company.

This resolution was considered and approved at the Board meeting on 30 March 2026, and is hereby submitted to the AGM for consideration and approval by way of an ordinary resolution.

3. 2025 Profit Distribution Proposal

An ordinary resolution will be proposed at the AGM to consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2025. Specifically:

According to the audit conducted by Zhongsheng Asia-Pacific Certified Public Accountants LLP, as at 31 December 2025, the Company's cumulative retained earnings available for distribution to the Shareholders were negative. In accordance with the relevant provisions of the Company Law and the Articles of Association, there is no requirement to set aside statutory retained earnings. Therefore, no profit distribution will be made for the year ended 31 December 2025, nor will any capital reserves be converted into share capital.

This resolution was considered and approved at the Board meeting on 30 March 2026, and is hereby submitted to the AGM for consideration and approval by way of a special resolution.

4. Proposal on the Estimated Guarantee Limit for Subsidiaries for 2026

A special resolution will be proposed at the AGM to consider and approve the proposal on the estimated guarantee limit for subsidiaries for 2026, details of which are set out in Appendix I to this circular.

The resolution, which was considered and approved by the Board on 30 March 2026, is proposed to be considered and approved at the AGM by way of a special resolution.

5. Proposal for the Shareholders' Meeting to Grant the Board a General Mandate to Issue H Shares of the Company

To seize market opportunities and ensure flexibility in the issuance of new shares, a special resolution will be proposed at the AGM to approve the grant of an unconditional and general mandate to the Board to exercise the general power of the Company to issue, allot, and deal with additional Shares of the Company (including the sale or transfer of Treasury Shares) based on market conditions and the needs of the Company, and to make or grant offers, agreements and/or options in respect of such matters, provided that the number of Shares involved shall not exceed 20% of the total number of issued Shares (excluding Treasury Shares) as at the date on which this resolution is adopted at the shareholders' meeting of the Company.

Further details regarding the proposed special resolution for the grant of the general mandate to issue Shares are set out in the AGM Notice.

This resolution was considered and approved at the Board meeting on 30 March 2026, and is hereby submitted to the AGM for consideration and approval by way of a special resolution.

6. Proposal for the Shareholders' Meeting to Authorise the Board to Deal with Matters Relating to Small-Scale Rapid Financing

A special resolution will be proposed at the AGM to consider and approve the proposal for the shareholders' meeting to authorise the Board to deal with matters relating to small-scale rapid financing, details of which are set out in Appendix II to this circular.

The resolution, which was considered and approved by the Board on 30 March 2026, is proposed to be considered and approved at the AGM by way of a special resolution.

7. Appointment of the Company's domestic audit firm and re-appointment of the Company's overseas audit firm

An ordinary resolution will be proposed at the AGM to consider and approve (i) the appointment of Deloitte Hua Yong as the Company's domestic audit firm for 2026 upon the expiry of the term of China Audit Asia Pacific at the AGM and the re-appointment of Deloitte Hong Kong as the Company's overseas audit firm for 2026; and (ii) the authorization to the management of the Company to determine the audit fees payable to Deloitte Hua Yong and Deloitte Hong Kong for 2026.

Reference is made to the announcement of the Company dated 23 April 2026 in relation to the proposed change of auditors. As disclosed in the relevant announcement, Deloitte Hua Yong is a member of the same audit network as Deloitte Hong Kong. As the Group's business operations continue to grow in scale and complexity, the Board considers it important to ensure that the domestic and international audit functions are closely aligned. The appointment of Deloitte Hua Yong in substitution for China Audit Asia Pacific will strengthen coordination between the PRC audit team and the international audit team by leveraging shared audit platforms, resources, and communication channels within the same network. This is expected to improve overall audit efficiency, reduce the risk of inconsistencies in audit findings, and facilitate the consistent application of audit methodologies, professional standards, and accounting judgements across the A share and H share financial statements. In addition, having both the domestic and international auditors within the same network will enable more streamlined communication and a more cohesive approach to addressing complex or cross-border accounting and regulatory matters.

Deloitte Hua Yong has extensive experience in providing audit services to A share and dual-listed companies, including companies of a comparable size and operating in similar industries to the Group. It possesses a thorough understanding of both PRC accounting standards and international financial reporting standards, and has a well-established track record of delivering high-quality audit services. Having regard to the foregoing, the Board is of the view that Deloitte Hua Yong is well suited to meet the Group's current and future development and financial reporting needs.

Based on the Company's specific business scale, industry, audit requirements, and scope of audit, the audit fees for 2026 shall not in principle exceed RMB2,500,000 (excluding value-added tax).

The resolution, which was considered and approved by the Board on 23 April 2026, is proposed to be considered and approved at the AGM by way of an ordinary resolution.

8. Proposal on the Revision of Registered Capital, Amendments to the Articles of Association and Registration of Changes

A special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association.

Reference is made to the Company's announcement dated 30 March 2026 regarding the proposed amendments to the Articles of Association. In light of the Company's corporate governance, internal management, housekeeping needs and the actual circumstances of the Company, the Board proposed to amend the Articles of Association. Full details of the proposed amendments are set out in Appendix III to this circular. Except for the proposed amendments specified in Appendix III to this circular, all other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association shall only take effect upon approval by Shareholders by way of a special resolution at the AGM.

9. Proposal on the Amendments to the Rules of Procedure for Shareholders' Meeting

An ordinary resolution will be presented at the AGM to consider and approve the proposed amendments to the Rules of Procedure for Shareholders' Meeting.

In accordance with the PRC Securities Law, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), Guidelines for Self-Regulation of Listed Companies No. 2 – Standardized Operations of Companies Listed on the ChiNext Board (《深圳證券交易所上市公司自律監管指引第2號－創業板上市公司規範運作》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), relevant laws, regulations, normative documents and the Articles of Association (collectively, the "**Relevant Provisions**"), and for the purposes of enhancing the Company's corporate governance and the listing of the H Shares on the Hong Kong Stock Exchange, taking into account the Company's actual circumstances, the Board proposed to amend the Rules of Procedure for Shareholders' Meeting. The full text of the proposed amended Rules of Procedure for Shareholders' Meeting (marked-up against the current Rules of Procedure for Shareholders' Meeting) is set out in Appendix IV to this circular.

This proposal was considered and approved by the Board of Directors on 30 March 2026, and is now submitted to the AGM for consideration and approval as an ordinary resolution.

10. Proposal on the Amendments to the Rules of Procedure for the Board of Directors

An ordinary resolution will be presented at the AGM to consider and approve the proposed amendments to the Rules for Procedure of the Board of Directors.

In accordance with the Relevant Provisions and for the purposes of enhancing the Company's corporate governance and the listing of the H Shares on the Hong Kong Stock Exchange, taking into account the Company's actual circumstances, the Board proposed to amend the Rules of Procedure for the Board of Directors. The full text of the proposed amended Rules of Procedure for the Board of Directors (marked-up against the current Rules of Procedure for the Board of Directors) is set out in Appendix V to this circular.

This proposal was considered and approved by the Board of Directors on 30 March 2026, and is now submitted to the AGM for consideration and approval as an ordinary resolution.

11. Proposal on the Formulation of the Remuneration Measures for Directors and Senior Management

An ordinary resolution will be presented at the AGM to consider and approve the adoption of the Remuneration Measures for Directors and Senior Management.

In accordance with the Relevant Provisions, taking into account the Company's actual circumstances, the Board proposed the adoption of the Remuneration Measures for Directors and Senior Management. The full text of the Remuneration Measures for Directors and Senior Management is set out in Appendix VI to this circular.

This proposal was considered and approved by the Board of Directors on 30 March 2026, and is now submitted to the AGM for consideration and approval as an ordinary resolution.

III. NOTICE OF THE AGM

The AGM will be held at 3/F, Nsing Tower No. 109 Baoshen Road, Songpingshan Community, Xili Street. Nanshan District, Shenzhen, Guangdong Province, PRC on Friday, 15 May 2026 at 3:00 p.m.. The notice convening the AGM is set out on pages 75 to 79 of this circular. The above documents and the form of proxy for the 2025 AGM are published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.nsingtech.com).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in, and would be required to abstain from voting in respect of, the special resolutions to be proposed at the AGM.

Shareholders who intend to appoint a proxy to attend the AGM are required to complete and return the form of proxy to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

IV. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026, both days inclusive, during which period no transfer of the H Shares will be registered. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be Friday, 15 May 2026.

In order to be entitled to attend and vote at the AGM, holders of H Shares whose transfers of Shares have not been registered shall lodge the transfer instruments together with the relevant share certificates with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 11 May 2026.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in the AGM Notice will be taken by poll. The poll results will be announced by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

VI. RECOMMENDATION

The Board considers that all resolutions to be proposed at the AGM are in the best interest of the Company and its Shareholders. Therefore, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VIII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendix I to VI to this circular.

By order of the Board
Nsing Technologies Inc.
Mr. Sun Yingtong
Chairman and executive Director

SPECIAL RISK STATEMENT:

Upon the effectiveness of the Proposed Guarantee Limit, the total guarantees provided by NSING Technologies Inc. (the "**Company**" or "**NSING Technologies**") and its subsidiaries will exceed 100% of the latest audited net assets of the Company. The amount of guarantees provided by the Company to entities with a gearing ratio exceeding 70% will also exceed 100% of the latest audited net assets of the Company. All such guarantees are provided by the Company to subsidiaries within the consolidated scope or among subsidiaries within the consolidated scope. Potential investors are advised to pay close attention to the associated guarantee risks.

The board of directors (the "**Board**") of the Company convened the seventeenth meeting of the sixth session of the Board on 30 March 2026 to consider and approve the Proposal Regarding Proposed Guarantee Limit for Subsidiaries for 2026 (the "**Proposal**"). The details of the Proposal are set out below:

I. BRIEF INTRODUCTION OF THE GUARANTEES

To support the operational development of the Company's subsidiaries and enhance their ability to obtain financing from banks and other financial institutions, the Company estimates to provide additional guarantees to its subsidiaries for the year 2026 in an aggregate amount not exceeding RMB903,347,000 (or its equivalent in foreign currencies) (the "**Proposed Guarantee Limit**"). The guarantees will cover, among other things, credit facilities, financings or other ordinary business operations with banks or other financial institutions. The validity period of the Proposed Guarantee Limit shall commence from the date of approval by the Company at its 2025 annual general meeting and end on the date convening the 2026 annual general meeting. The Proposed Guarantee Limit may be utilised on a revolving basis.

The guaranteed parties include Nsing Technology (Shenzhen) Co., Ltd. ("**Nsing Shenzhen**") and NSING TECHNOLOGIES PTE.LTD. ("**NSING**"), both of which are wholly-owned subsidiaries of the Company, Inner Mongolia Sinuo New Material Technology Co., Ltd. ("**Inner Mongolia Sinuo**", a subsidiary of the Company), and Hubei Sinuo New Material Technologies Co., Ltd. ("**Hubei Sinuo**", a wholly-owned subsidiary of Inner Mongolia Sinuo).

The Proposal was considered and approved by the Board at the seventeenth meeting of the sixth session of the Board held on 30 March 2026, with 7 votes in favour, 0 against and 0 abstention. Pursuant to the articles of association of the Company, the Proposal, having been approved by the Board, is subject to approval by the shareholders at a general meeting. The Board also resolved to request the general meeting to authorise the legal representative of the Company or any authorised signatory designated by the legal representative to execute the contracts and legal documents relating to the provision of guarantees within the scope and during the validity period of the Proposed Guarantee Limit.

II. DETAILS OF THE PROPOSED GUARANTEE LIMIT

The details of the Proposed Guarantee Limit are set out in the table below:

Unit: RMB'0000

No.	Guaranteed party	Shareholding Percentage of the Guarantor	The latest gearing ratio of the guaranteed party	Outstanding guarantee balance as at 31 December 2025	Proposed additional guarantee limit for 2026	Guarantee limit as a percentage of the latest net assets of the Company	Whether constitute guarantees involving related parties
1	Nsing Shenzhen	100%	44.86%	4,179	5,000	5.43%	No
2	NSING	100%	5.89%	1,421.94	10,334.70 *(note)*	11.23%	No
3	Inner Mongolia Sinuo	85.5268%	84.06%	59,159.50	58,000	63.05%	No
4	Hubei Sinuo	85.5268%	70.40%	33,644.51	17,000	18.48%	No
Total		**–**	**–**	**98,404.95**	**90,334.70**	**98.19%**	**–**

Notes: The Company has provided a guarantee to NSING in the amount of US$15 million. The equivalent is calculated using the central parity rate of RMB against USD published by the China Foreign Exchange Trade System on 20 March 2026 (USD1.00 = RMB6.8898), amounting to approximately RMB103,347,000. The actual RMB equivalent will be converted based on the central parity rate published by the China Foreign Exchange Trade System at the time of provision of guarantee.

III. INFORMATION ABOUT THE GUARANTEED PARTIES

(i) Nsing Technology (Shenzhen) Co., Ltd

1. Name: Nsing Technology (Shenzhen) Co., Ltd. (國民科技(深圳)有限公司)

2. Unified social credit code: 914403006853593140

3. Date of establishment: 10 March 2009

4. Registered address: 20/F, Nsing Tower, No. 109 Baoshen Road, Songpingshan Community, Xili Street, Nanshan District, Shenzhen, the PRC

5. Legal representative: Yu Huan

6. Registered capital: RMB542,000,000

7. Scope of business: Information and information security technology, internet and communication technology, IoT and communication technology, research, development and sales of computer software and hardware technology and products; design of information and information security, internet and communication engineering projects; research, development and sales of smart electronics; computer technology services and consulting; installation and maintenance of security access control equipment; information system integration services; trading of software products and electronic products; e-commerce business; software development and system integration for power management systems; import and export business; chip sales; supply chain management; property leasing; trading of Class I and Class II medical devices (items that are required to be approved prior to registration pursuant to laws, administrative regulations, and decisions of the State Council are excluded; restricted items may only be operated upon obtaining the requisite license. (Except for items requiring approval by laws, autonomous business operations may be carried out with the business license.)); construction and installation services; smart electronics manufacturing.

8. Relationship with the Company: Nsing Shenzhen is a wholly-owned subsidiary of the Company, which holds 100% of its equity interests.

9. Audited financial information of Nsing Shenzhen for the latest financial year: As at 31 December 2025, the total assets of Nsing Shenzhen were RMB121,275,600, and its net assets were RMB66,866,900. For the year of 2025, it recorded a revenue of RMB37,915,800, a total profit of RMB(1,493,700) and a net profit of RMB(1,493,500).

10. Based on publicly available information, Nsing Shenzhen is not a defaulter subject to enforcement by a court.

(ii) NSING TECHNOLOGIES PTE. LTD.

1. Name: NSING TECHNOLOGIES PTE. LTD.

2. Date of establishment: 1 February 2018

3. Registered address: 20 Science Park Road #03-15 Teletech Park Singapore（117674）

4. Registered capital: USD15,500,000

5. Scope of business: Design, research and development of integrated circuits and chips

6. Relationship with the Company: NSING is a wholly-owned subsidiary of the Company in Singapore, which holds 100% of its equity interests.

7. Audited financial information of NSING for the latest financial year: As at 31 December 2025, the total assets of NSING were RMB68,035,300, and its net assets were RMB64,027,700. For the year of 2025, it recorded a revenue of RMB5,594,300, a total profit of RMB(16,334,400) and a net profit of RMB(16,375,200).

8. Based on publicly available information, NSING is not a defaulter subject to enforcement by a court.

(iii) Inner Mongolia Sinuo New Material Technology Co., Ltd.

1. Name: Inner Mongolia Sinuo New Material Technology Co., Ltd. (內蒙古斯諾新材料科技有限公司）

2. Unified social credit code: 91150100MA0MXBH213

3. Date of establishment: 30 March 2016

4. Registered Address: 1/F, Sinuo Office Building, New Energy Vehicle Industrial Park, Jinshan Development Zone, Hohhot, Inner Mongolia Autonomous Region, the PRC

5. Legal representative: Li Huijun

6. Registered capital: RMB116,776,253

7. Scope of business: Manufacturing of graphite and carbon products; sales of graphite and carbon products; manufacturing of non-metallic mineral products; sales of non-metallic mineral products; research and development of new material technology; labour services (excluding labor dispatch); provision of technology service, technology development, consulting, exchange, transfer and promotion services; battery manufacturing; sales of battery; sales of machinery equipment; installation of general machinery equipment; domestic trading agency; import and export of goods; import and export of technology; leasing services (excluding licensed leasing services); non-residential property leasing.

8. Relationship with the Company: Inner Mongolia Sinuo is a subsidiary of the Company, which holds 85.5268% of its equity interests.

9. Audited financial information of Inner Mongolia Sinuo for the latest financial year: As at 31 December 2025, the total assets of Inner Mongolia Sinuo were RMB1,950,214,600, and its net assets were RMB310,839,000. For the year of 2025, it recorded a revenue of RMB698,143,800, a total profit of RMB(59,886,700) and a net profit of RMB(48,781,400).

10. Based on publicly available information, Inner Mongolia Sinuo is not a defaulter subject to enforcement by a court.

(iv) Hubei Sinuo New Material Technology Co., Ltd.

1. Name: Hubei Sinuo New Material Technology Co., Ltd. (湖北斯諾新材料科技有限公司)

2. Unified social credit code: 91421300MA7KT52U8F

3. Date of establishment: 24 March 2022

4. Registered address: No. 66 Guanghua Avenue, Xihe Town, High-tech District, Suizhou, Hubei Province, the PRC

5. Legal representative: Li Huijun

6. Registered capital: RMB500,000,000

7. Scope of business: General operations: manufacturing of graphite and carbon products; sales of graphite and carbon products; manufacturing of non-metallic mineral products; sales of non-metallic mineral products; research and development of new material technology; provision of technology service, technology development, consulting, exchange, transfer and promotion services; labour services (excluding labor dispatch); battery manufacturing; sales of battery; sales of machinery equipment; installation of general machinery equipment; import and export of goods; import and export of technology; domestic trading agency; leasing services (excluding licensed leasing services); non-residential property leasing (except for licensed businesses, the company may autonomously operate other projects not prohibited or restricted by laws and regulations in accordance with laws.).

8. Relationship with the Company: Hubei Sinuo is a wholly-owned subsidiary of Inner Mongolia Sinuo which is a subsidiary of the Company. The Company holds 85.5268% equity interests of Inner Mongolia Sinuo which holds 100% equity interests of Hubei Sinuo.

9. Audited financial information of Hubei Sinuo for the latest financial year: As at 31 December 2025, the total assets of Hubei Sinuo were RMB1,200,639,000, and its net assets were RMB355,415,400. For the year of 2025, it recorded a revenue of RMB408,940,000, a total profit of RMB(40,611,000) and a net profit of RMB(32,750,600).

10. Based on publicly available information, Hubei Sinuo is not a defaulter subject to enforcement by a court.

IV. PRINCIPAL TERMS OF THE GUARANTEE AGREEMENTS

Each of Nsing Shenzhen, Inner Mongolia Sinuo and Hubei Sinuo intend to apply for credit facilities and financing from banks and other financial institutions based on their operational needs and the expansion of their anode material production projects. NSING intends to purchase goods or services from suppliers to meet its operational needs. For all outstanding payments arising from such purchases, the Company shall provide joint and several liability guarantees to the suppliers upon their request. No guarantee agreement has been executed yet between the Company and the subsidiaries. The principal terms of such agreements shall be subject to the actual contracts or guarantee letters entered into by the Company and its subsidiaries following negotiations with the relevant financial institutions or suppliers.

V. BOARD VIEWS

The Company provides guarantees for its subsidiaries to ensure their funding needs are met and their operations run smoothly, thereby helping them achieve better economic returns.As the guaranteed parties are subsidiaries within the Group's consolidated scope, the Company has effective control over their operations, financial affairs, investments and financing activities. The guaranteed parties have not provided any counter-guarantees, and the other shareholders of Inner Mongolia Sinuo have not provided guarantees in proportion to their respective equity interests.

As at the date of this announcement, there is no indication that the Company would be subject to guarantee liabilities as a result of default by any guaranteed party. It is estimated that the Proposed Guarantee Limit will not have any adverse impact on the normal operations and business development of the Company and its subsidiaries, without any harm to the interests of the Company and its shareholders as a whole.

VI. AGGREGATE OUTSTANDING EXTERNAL GUARANTEES AND GUARANTEES IN DEFAULT

As at the date of this announcement, the aggregate outstanding external guarantees provided by the Company and its subsidiaries was RMB1,008,087,000 (excluding the Proposed Guarantee Limit), representing approximately 109.58% of the latest audited net assets of the Company (for 2025 financial year). All such outstanding guarantees are provided by the Company to subsidiaries within the consolidated scope or among subsidiaries within the consolidated scope. The Company and its subsidiaries have not provided any guarantees to parties outside the consolidated scope.

There are no overdue external guarantees, no external guarantees that are the subject of litigation and no circumstances where the Company or its subsidiaries have been ordered by a court to bear losses due to adverse judgment in respect of a guarantee.

VII. DOCUMENTS AVAILABLE FOR INSPECTION

The resolution passed at the seventeenth meeting of the sixth session of the Board.

SPECIAL NOTES:

NSING TECHNOLOGIES INC. (the "**Company**") hereby proposes the general meeting to authorize the board of directors of the Company (the "**Board**") to handle the issuance of shares to specific targets through simplified procedures ("**Small-scale Rapid Financing**"). The relevant matters are subject to consideration by the 2025 annual general meeting (the "**AGM**") of the Company.

This proposal is a mandate sought by the Company from the AGM in accordance with the relevant laws and regulations. Whether the Small-scale Rapid Financing will be carried out shall be determined by the Board based on the Company's development planning, the management's operational plans and other factors. Furthermore, the specific issuance plan will be subject to review by the Shenzhen Stock Exchange and registration approval by the China Securities Regulatory Commission (the "**CSRC**") before implementation, and therefore there is no certainty as to whether it will proceed.

The Company will discharge its information disclosure obligations in a timely manner in accordance with the relevant rules. Investors are advised to be aware of investment risks.

The Company convened the seventeenth meeting of the sixth session of the Board on 30 March 2026 to consider and approve the Proposal regarding Proposing the General Meeting to Authorize the Board of Directors to Handle Matters Related to Small-scale Rapid Financing (the "**Proposal**"). In accordance with the relevant provisions of the Administrative Measures for the Registration of Securities Issuance by Listed Companies (the "**Registration Administrative Measures**") promulgated by the CSRC, the Board proposes to seek a mandate from the general meeting authorizing the Board to issue shares to specific targets in an aggregate financing amount not exceeding RMB300 million and not exceeding 20% of the Company's net assets as at the end of the latest financial year. The mandate period shall commence from the date of approval by the 2025 AGM and continue until the date of the 2026 AGM.

The proposed mandate includes the following matters:

I. CONFIRMATION AS TO WHETHER THE COMPANY MEETS THE CONDITIONS FOR THE SMALL-SCALE RAPID FINANCING

The Board is authorized to conduct a self-review and assessment of the Company's current circumstances and relevant matters, and to confirm whether the Company meets the conditions for the Small-scale Rapid Financing under the Company Law of the PRC, the Securities Law of the PRC, the Registration Administrative Measures, other applicable laws, regulations and regulatory documents, and the articles of association of the Company (the "**Articles of Association**").

II. CLASS, NUMBER AND PAR VALUE OF THE SHARES TO BE ISSUED

The shares to be issued to specific targets will be domestic listed Renminbi ordinary shares (A Shares) of the Company with a par value of RMB1.00 each, in an aggregate financing amount not exceeding RMB300 million and not exceeding 20% of the Company's net assets as at the end of the latest financial year. The number of shares to be issued shall be determined by dividing the total amount of the proceeds raised by the issue price, and shall not exceed 30% of the Company's total share capital immediately prior to such issuance.

III. METHOD OF ISSUANCE, PLACEES AND ARRANGEMENTS FOR PLACEMENT TO EXISTING SHAREHOLDERS

The shares will be issued by way of non-public placement to specific targets under the simplified procedure (the "**Placing**"). The placees shall be no more than 35 (inclusive) specific targets that are legal persons, natural persons or other legal investment organizations as qualified by the relevant regulatory requirements. Securities investment fund management companies, securities companies, qualified foreign institutional investors and RMB qualified foreign institutional investors will be treated as a single placee if they subscribe with two or more products managed by them. Where a trust company acts as a placee, it may only subscribe with its own funds. The final placees will be determined by the Board in consultation with the placing agent or lead underwriter pursuant to the mandate granted by the general meeting, based on the subscription bidding results. All placees will subscribe for the shares in cash.

IV. PRICING METHOD OR PRICE RANGE, AND LOCK-UP PERIOD

1. The issue price shall not be less than 80% of the average trading price of the Company's shares for the 20 trading days immediately preceding the pricing benchmark date (calculated as total trading value of the shares for the 20 trading days immediately preceding the pricing benchmark date divided by total trading volume for such period). The final issue price will be determined by the Board in consultation with the placing agent or lead underwriter for the Placing in accordance with the relevant rules, pursuant to the mandate granted by the AGM and based on the book-building results. If, during such 20-trading-day period, the Company's share price is adjusted due to ex-dividend or ex-rights events (including but not limited to dividend distributions, bonus share issues, rights issues, or capitalization of capital reserves), the trading price for trading days prior to such adjustment shall be calculated based on the share price as adjusted for the relevant ex-dividend or ex-rights events.

During the period from the pricing benchmark date to the issue date, if the Company undergoes any ex-dividend or ex-rights event (including but not limited to dividend distributions, bonus share issues or capitalization of capital reserves), the issue price under this issuance will be adjusted accordingly.

2. The shares issued to specific targets shall not be transferred within six months from the date of completion of the issuance. If applicable laws or regulations provide otherwise, such provisions shall prevail. Shares derived from the shares issued to specific targets by way of dividend distributions, capitalization of capital reserves or other forms shall also be subject to the same lock-up arrangements. This issuance of shares to specific targets under the proposed mandate to the Board will not result in a change of control of the Company. After the expiry of the lock-up period, the shares shall be dealt with in accordance with the relevant rules of the CSRC and the Shenzhen Stock Exchange.

V. USE OF PROCEEDS

The Company intends to use the proceeds raised from the Placing for projects related to its principal business activities and for replenishment of working capital. The proportion of the proceeds used as working capital shall comply with the relevant requirements of the regulatory authorities. The use of proceeds from the Placing shall satisfy the following conditions:

1. it shall comply with the national industrial policies and the provisions of laws and administrative regulations relating to environmental protection, land administration and other matters;

2. the proceeds shall not be used for financial investments and shall not be invested, directly or indirectly, in companies whose principal business is trading in marketable securities; and

3. implementation of the projects funded by the proceeds shall not constitute new material adverse competition or unfair connected transactions with the controlling shareholder, the ultimate controlling shareholder or other enterprises controlled by them, nor shall it materially affect the independence of the Company's operations.

VI. VALIDITY PERIOD OF THE MANDATE

The validity period of the mandate shall commence from the date of approval by the 2025 AGM and continue until the date of the 2026 AGM.

VII. AUTHORIZATION TO THE BOARD IN RESPECT OF THE PLACING

The Board is authorized, subject to compliance with this Proposal, the Company Law of the PRC, the Securities Law of the PRC, the Registration Administrative Measures and other applicable laws, regulations, regulatory documents and the Articles of Association, to handle, at its absolute discretion, all the matters in connection with the Small-scale Rapid Financing, including but not limited to the following:

1. handling the application matters for the Small-scale Rapid Financing, including the preparation, amendment, execution and filing of relevant application documents and other legal documents;

2. to the extent permitted by the laws, regulations, relevant CSRC rules and the Articles of Association, and subject to the requirements of the competent authorities and the actual circumstances of the Company, formulating, adjusting and implementing the Small-scale Rapid Financing plan, including but not limited to determining the amount of proceeds, the issue price, the number of shares to be issued, the placees and all other matters relating to the issue plan, and determining the timing of the Small-scale Rapid Financing;

3. preparing, amending and submitting the Small-scale Rapid Financing plan and listing application documents as required by the relevant government authorities and regulatory bodies, handling the relevant procedures, implementing other procedures relating to share lock-up in connection with the issuance and listing, and dealing with information disclosures relating to the Small-scale Rapid Financing in accordance with the relevant regulatory requirements;

4. signing, amending, supplementing, completing, delivering and executing all agreements, contracts and documents relating to the Small-scale Rapid Financing (including but not limited to the placing and underwriting agreement, agreements relating to the proceeds, subscription agreements to be entered into with investors, announcements and other disclosure documents);

5. adjusting the specific arrangements for the projects to be funded by the proceeds within the scope of resolutions adopted at the general meeting based on the requirements of the competent authorities and the actual securities market conditions;

6. engaging the placing agent or lead underwriter and other professional intermediaries, and handling other matters incidental thereto;

7. upon completion of the Small-scale Rapid Financing, to amend the relevant provisions of the Articles of Association according to the results of the Small-scale Rapid Financing, and to handle the relevant matters with the relevant administration for industry and commerce and other relevant government authorities, including but not limited to the registration of changes in the Company's industry and commerce information and the registration and custody of the newly issued shares;

8. opening a designated bank account for the proceeds and handling matters incidental thereto;

9. where the relevant laws and regulations or regulatory authorities impose new requirements or standards regarding the measures to address the immediate returns of the refinancing, to further analyze, study and assess the impact of the Small-scale Rapid Financing on the Company's immediate financial indicators and the immediate returns of the Company's shareholders, to formulate and amend relevant remedial measures and policies, and to take all actions in connection therewith, in accordance with the then applicable laws and regulations and the requirements of the regulatory authorities;

10. in the event of force majeure or other circumstances that render the implementation of the Small-scale Rapid Financing impracticable or, although implementable, would have adverse consequences for the Company, or in the event of changes in the relevant policies on small-scale rapid financing, to decide, at the Board's discretion, to defer the implementation of the Small-scale Rapid Financing plan or to proceed with the Placing in accordance with the new policies on small-scale rapid financing;

11. if the Company's total share capital changes prior to the issuance as a result of bonus share issues, capitalization of capital reserves or other reasons, the Board is authorized to adjust the maximum number of shares to be issued under the Placing accordingly; and

12. handling other matters relating to the Small-scale Rapid Financing.

COMPARISON TABLE ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(Approved at the seventeenth meeting of the sixth session of the Board of Directors, and is subject to consideration at the 2025 Annual General Meeting of the Company)

No.	Before Amendments	After Amendments
1	**Article 3** On April 12, 2010, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") to issue 27.2 million RMB ordinary shares to the public for the first time, and the shares were listed on the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") on April 30, 2010. The shares issued by the Company and listed on the SZSE are referred to as "A shares". The Company completed the filing procedures with the China Securities Regulatory Commission on [●], [●] and was approved by the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Stock Exchange") on [●], [●] for its initial public offering of [●] overseas listed foreign shares, which are listed on the Main Board of the Hong Kong Stock Exchange on [●], [●]. The shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".	**Article 3** On April 12, 2010, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") to issue 27.2 million RMB ordinary shares to the public for the first time, and the shares were listed on the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") on April 30, 2010. The shares issued by the Company and listed on the SZSE are referred to as "A shares". The Company completed the filing procedures with the China Securities Regulatory Commission on **December 2, 2025** and was approved by the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Stock Exchange") on **March 20, 2026** for its initial public offering of **95,000,000** overseas listed foreign shares, which are listed on the Main Board of the Hong Kong Stock Exchange on **March 23, 2026**. The shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".
2	**Article 6** The registered capital of the Company is RMB[●].	**Article 6** The registered capital of the Company is RMB**678,126,700**.
3	**Article 21** The Company has a total of [●] shares, all of which are common shares, including [●] A-shares and [●] H-shares.	**Article 21** The Company has a total of **678,126,700** shares, all of which are common shares, including **583,126,700** A-shares and **95,000,000** H-shares.
	Article 65 All ordinary shareholders registered on the record date, or their proxies, are entitled to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association.	**Article 65** All ordinary shareholders registered on the record date, or their proxies, are entitled to attend **and speak at** the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association.

4	**Article 66** Individual shareholders attending the meeting in person shall present their ID card or other valid identification document or certificate, and stock account card; if they appoint an agent to attend the meeting on their behalf, the agent shall present their valid ID card and a power of attorney. Corporate shareholders shall be represented by their legal representative or an agent authorized by the legal representative. If the legal representative attends the meeting, they shall present their ID card and valid proof of their legal representative status; if an agent attends the meeting on their behalf, the agent shall present their ID card and a written power of attorney duly issued by the legal representative of the corporate shareholder. The authorization arrangements for H-share shareholders may be governed by the regulations of the securities regulatory authority where the H-shares are listed. If the shareholder is an authorized clearinghouse or its agent as defined in the relevant ordinance in force from time to time under the laws of Hong Kong, such shareholder may authorize more than one person it deems fit to act as its proxy or representative at any shareholders' meeting or any class shareholders' meeting; provided that, if more than two persons are so authorized, the power of attorney or authorization letter shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise rights on behalf of the authorized clearinghouse (or its agent) without the need to produce the shareholding certificates, notarized authorization letter and/or further evidence of the duly authorization, as if such person were an individual shareholder of the Company.	**Article 66** Individual shareholders attending the meeting in person shall present their ID card or other valid identification document or certificate, and stock account card; if they appoint an agent to attend the meeting on their behalf, the agent shall present their valid ID card and a power of attorney. Corporate shareholders shall be represented by their legal representative or an agent authorized by the legal representative**, and shall be deemed to have attended the meeting in person**. If the legal representative attends the meeting, they shall present their ID card and valid proof of their legal representative status; if an agent attends the meeting on their behalf, the agent shall present their ID card and a written power of attorney duly issued by the legal representative of the corporate shareholder. The authorization arrangements for H-share shareholders may be governed by the regulations of the securities regulatory authority where the H-shares are listed. If the shareholder is an authorized clearinghouse or its agent as defined in the relevant ordinance in force from time to time under the laws of Hong Kong, such shareholder may authorize more than one person it deems fit to act as its proxy or representative at any shareholders' meeting or any class shareholders' meeting **or creditors' meeting**; provided that, if more than two persons are so authorized, the power of attorney or authorization letter shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise rights **(including the rights to speak and vote)** on behalf of the authorized clearinghouse (or its agent) without the need to produce the shareholding certificates, notarized authorization letter and/or further evidence of the duly authorization, as if such person were an individual shareholder of the Company.

5	**Article 71** If the shareholders' meeting requires directors and senior management to attend the meeting, the directors and senior management shall attend and answer questions from the shareholders.	**Article 71** If the shareholders' meeting requires directors and senior management to attend the meeting, the directors and senior management shall attend and answer questions from the shareholders **(including cross-border written or online inquiries). The Company shall respond to such inquiries and have the responses recorded in the meeting minutes.**
6	**Article 82** The following matters shall be approved by a special resolution of the shareholders' meeting: (i) Increase or decrease of the company's registered capital; (ii) Division, split, merger, dissolution, liquidation, or change of company form of the company; (iii) Amendment to these Articles of Association; (iv) Purchase or sale of significant assets or provision of guarantees to others by the company within one year exceeding 30% of the company's most recent audited total assets; (v) Equity incentive plan;	**Article 82** The following matters shall be approved by a special resolution of the shareholders' meeting: (i) Increase or decrease of the company's registered capital; (ii) Division, split, merger, dissolution, liquidation, or change of company form of the company; (iii) Amendment to these Articles of Association; (iv) Purchase or sale of significant assets or provision of guarantees to others by the company within one year exceeding 30% of the company's most recent audited total assets; (v) Equity incentive plan;

	(vi) Other matters stipulated by laws, administrative regulations, securities regulatory rules of the company's stock listing location, or these Articles of Association, as well as matters that the shareholders' meeting determines by ordinary resolution will have a significant impact on the company and require approval by a special resolution.	(vi) Other matters stipulated by laws, administrative regulations, securities regulatory rules of the company's stock listing location, or these Articles of Association, as well as matters that the shareholders' meeting determines by ordinary resolution will have a significant impact on the company and require approval by a special resolution. **If at any time the share capital of the company is divided into different classes of shares, and the company intends to vary or abrogate the rights of a particular class of shareholders, such variation or abrogation shall be approved by way of special resolution at a class shareholders' meeting convened by the affected class of shareholders.**
7	**Article 100** Directors are elected or replaced by the shareholders' meeting, and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected upon expiration of their term. The term of office for directors is calculated from the date of their appointment and ends when the term of the current board of directors expires. If a director's term expires and a new election is not held in a timely manner, the original director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director assumes office.	**Article 100** Directors are elected or replaced by the shareholders' meeting, and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected upon expiration of their term. The term of office for directors is calculated from the date of their appointment and ends when the term of the current board of directors expires. If a director's term expires and a new election is not held in a timely manner, the original director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director assumes office.

	Directors may concurrently serve as senior management personnel, but the total number of directors concurrently serving as senior management personnel and directors who are employee representatives shall not exceed one-half of the total number of directors of the company.	Directors may concurrently serve as senior management personnel, but the total number of directors concurrently serving as senior management personnel and directors who are employee representatives shall not exceed one-half of the total number of directors of the company. **The company shall enter into contracts with the directors, specifying the rights and obligations between the company and the directors, the term of office of the directors, the liability of the directors for violation of laws and regulations and the Articles of Association and the compensation for early termination of the contract by the company for any reason, obligations and liability of directors after the resignation, etc.**
8	**Article 105** ~~**Upon resignation or expiration of term**~~, a director shall complete all handover procedures with the board of directors. Their fiduciary duty to the company and shareholders is not automatically discharged upon the end of their term, but remains valid for six months after the resignation or expiration of their term. The liabilities incurred by a director during their term of office in the performance of their duties are not exempted or terminated upon leaving office.	**Article 105 At the time of departure**, a director shall complete all handover procedures with the board of directors. Their fiduciary duty to the company and shareholders is not automatically discharged upon the end of their term, but remains valid for six months after the resignation or expiration of their term. The liabilities incurred by a director during their term of office in the performance of their duties are not exempted or terminated upon leaving office. **The company shall review whether a departing director has any outstanding obligations or unfulfilled commitments, and whether the departing director is suspected of any violations of laws or regulations.**

9	**Article 108** If a director causes damage to others while performing their duties for the company, the company shall be liable for compensation; if the director acted intentionally or with gross negligence, they shall also be liable for compensation. A director who violates laws, administrative regulations, departmental rules, or these Articles of Association while performing their duties, causing losses to the company, shall be liable for compensation.	**Article 108** If a director causes damage to others while performing their duties for the company, the company shall be liable for compensation; if the director acted intentionally or with gross negligence, they shall also be liable for compensation. A director who violates laws, administrative regulations, departmental rules, or these Articles of Association while performing their duties, causing losses to the company, shall be liable for compensation. **When a company retrospectively restates its financial reports due to financial fraud or other misstatements, it should promptly re-assess the performance-based compensation and medium- and long-term incentive income of directors and senior management personnel and recover the excess portion accordingly.** **Where directors or senior management personnel of a listed company violate their obligations and cause losses to the listed company, or are at fault for illegal and irregular acts such as financial fraud, fund occupation and illegal guarantee, the listed company shall, depending on the severity of the circumstances, reduce or stop the payment of unpaid performance-based compensation and medium- and long-term incentive income, and fully or partially recover the performance-based compensation and medium- and long-term incentive income that have been paid during the period when the relevant behavior occurred.**

10	**Article 109** The Company shall establish a Board of Directors, which shall consist of 7 directors, with independent directors constituting no less than one-third of the total. The Board of Directors shall appoint one Chairperson. The Chairperson shall be elected by the Board of Directors with the approval of the majority of all directors.	**Article 109** The Company shall establish a Board of Directors, which shall consist of 7 directors, with independent directors constituting no less than one-third of the total **and at least three in number**. The Board of Directors shall appoint one Chairperson. The Chairperson shall be elected by the Board of Directors with the approval of the majority of all directors. **The Board of Directors may have one vice Chairperson, who shall be nominated by the Chairperson and elected by the Board of Directors with the approval of the majority of all directors.**
11	**Article 116** The Board of Directors shall hold at least ~~**two**~~ meetings per year and shall be convened by the Chairman of the Board. All directors and the general manager shall be served with a notice in writing ~~**10**~~ days before the meeting.	**Article 116 The Board meetings can be classified into regular meetings and extraordinary meetings.** The Board of Directors shall hold at least **four regular** meetings per year and shall be convened by the Chairman of the Board. All directors and the general manager shall be served with a notice in writing **14** days before the meeting
12	**Article 119** Notices of Board meetings shall include the following: (1) Date and place of the meeting; (2) Duration of the meeting; (3) Matters and topics to be discussed; (4) Date of issuance of the notice.	**Article 119** Notices of Board meetings shall include **but are not limited to** the following: (1) Date and place of the meeting; (2) Duration of the meeting; (3) Matters and topics to be discussed; (4) Date of issuance of the notice.

13	**Article 125** Minutes of Board meetings shall include the following: (1) Date and place of the meeting and name of the convener; (2) Names of directors present and names of directors (proxies) attending on behalf of others; (3) Agenda of the meeting; (4) Key points of directors' speeches; (5) Voting method and result of each resolution (specifying the number of votes in favor, against or abstained).	**Article 125** Minutes of Board meetings shall include **but are not limited to** the following: (1) Date and place of the meeting and name of the convener; (2) Names of directors present and names of directors (proxies) attending on behalf of others; (3) Agenda of the meeting; (4) Key points of directors' speeches; (5) Voting method and result of each resolution (specifying the number of votes in favor, against or abstained).
	Article 134 The Audit Committee shall be composed of 3 ~~**members, which shall be directors who are not senior management of the Company**~~, of ~~**which 2 of them are**~~ independent directors and ~~**an**~~ accounting professional among the independent directors shall serve as the convener.	**Article 134** The Audit Committee shall be composed of **not less than** 3 **non-executive directors**, of **whom a majority shall be** independent directors and **at least one independent director should be an accounting professional with professional qualifications in line with the requirements of securities regulatory rules of the place where the Company's shares are listed. An** accounting professional among the independent directors shall serve as the convener.
14	**Article 137** The Board of Directors of the Company shall establish other special committees such as the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. These special committees shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The Board of Directors shall be responsible for formulating the working procedures of the special committees.	**Article 137** The Board of Directors of the Company shall establish other special committees such as the Strategy **and ESG** Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. These special committees shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The Board of Directors shall be responsible for formulating the working procedures of the special committees.

	Article 138 Independent directors shall constitute a majority of the Nomination Committee and the Remuneration and Appraisal Committee~~, and~~ an independent director ~~shall serve as the convener~~.	**Article 138** Independent directors shall constitute a majority of the Nomination Committee and the Remuneration and Appraisal Committee**. The convener of the Nomination Committee shall be either the Chairman of the Board or an independent director serving on the Nomination Committee, and the convener of the Remuneration and Appraisal Committee shall be** an independent director.
15	**Article 139** The Strategy Committee is mainly responsible for conducting research and making recommendations on the Company's long-term development strategies ~~and~~ major investment decisions. The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board of Directors on the following matters: …… The Remuneration and Appraisal Committee is responsible for formulating the appraisal standards for directors and senior management and conducting appraisals; formulating and reviewing the remuneration policies and plans for directors and senior management, such as the remuneration determination mechanism, decision-making process, and arrangements for payment, stoppage of payment, and clawback, and making recommendations to the Board of Directors on the following matters: ……	**Article 139** The Strategy **and ESG** Committee is mainly responsible for conducting research and making recommendations on the Company's long-term development strategies, major investment decisions **and ESG-related work**. The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management, **evaluating,** selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board of Directors on**, including but not limited to,** the following matters: ……….. (The remaining contents remain unchanged) The Remuneration and Appraisal Committee is responsible for formulating the appraisal standards for directors and senior management and conducting appraisals; formulating and reviewing the remuneration policies and plans for directors and senior management, such as the remuneration determination mechanism, decision-making process, and arrangements for payment, stoppage of payment, and clawback, and making recommendations to the Board of Directors on**, including but not limited to,** the following matters: ……….. (The remaining contents remain unchanged)

16	**Article 140** The Company has one general manager, to be appointed or dismissed by the Board of Directors. The Company shall have several deputy general managers, who shall be nominated by the general manager and appointed or dismissed by the Board of Directors. The general manager, deputy general managers, person in charge of finance, and secretary to the Board of Directors are the senior management officers of the Company.	**Article 140** The Company has one general manager, to be appointed or dismissed by the Board of Directors. The Company shall have several deputy general managers, who shall be nominated by the general manager and appointed or dismissed by the Board of Directors. The general manager, deputy general managers, person in charge of finance, and secretary to the Board of Directors are the senior management officers of the Company. **The Company shall enter into employment contracts with the general manager, deputy general managers and other senior management officers, specifying the rights and obligations between the Company and such persons, their term of office, their liability for violation of laws and regulations and the Articles of Association and the compensation for early termination of the contract by the Company for any reason, etc.**
17	**Article 141** The circumstances under the Articles of Association in which a person may not serve as a director shall also apply to senior management officers.	**Article 141** The circumstances under the Articles of Association in which a person may not serve as a director shall also apply to senior management officers. **If a senior management officer becomes subject to any circumstance that disqualifies him or her from holding such position during the term of office, he/she shall immediately cease performing his/her duties and resign from the position. Where no resignation has been rendered, the Board of Directors shall forthwith remove him/her from his/her duties after the occurrence of such event has, or should have, come to its attention.**

	Article 153 The Company shall submit and disclose its annual report to the CSRC and its dispatched offices, and the stock exchange within 4 months from the end of each accounting year, and submit and disclose its interim report to the dispatched offices of the CSRC and the stock exchange within 2 months from the end of the first 6 months of each accounting year~~**, and make disclosures as required under the Hong Kong Listing Rules**~~. The above annual reports and interim reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, the CSRC and the securities regulatory rules of the place where the Company's shares are listed.	**Article 153** The Company shall submit and disclose its annual report to the CSRC and its dispatched offices, and the stock exchange within 4 months from the end of each accounting year, and submit and disclose its interim report to the dispatched offices of the CSRC and the stock exchange within 2 months from the end of the first 6 months of each accounting year. The above annual reports and interim reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, the CSRC and the securities regulatory rules of the place where the Company's shares are listed.
18	**Article 166** The appointment and dismissal of an accounting firm by the Company shall be decided by the shareholders' meeting. The Board of Directors shall not appoint an accounting firm before a decision is made at the shareholders' meeting.	**Article 166** The appointment and dismissal of an accounting firm by the Company shall be decided by the shareholders' meeting **by way of an ordinary resolution**. The Board of Directors shall not appoint an accounting firm before a decision is made at the shareholders' meeting.
19	**Article 168** The audit fees of the accounting firm shall be determined by the shareholders' meeting.	**Article 168** The audit fees of the accounting firm shall be determined by the shareholders' meeting **by way of an ordinary resolution**.
20	**Article 178** Where the consideration paid by the Company in a merger does not exceed 10% of its net assets, it is not necessary to obtain a resolution of the shareholders' meeting, unless otherwise provided for in the Articles of Association. Where a merger is effected pursuant to the preceding paragraph without a resolution of the shareholders' meeting, it shall be subject to a resolution of the Board of Directors.	**Article 178** Where the consideration paid by the Company in a merger does not exceed 10% of its net assets, it is not necessary to obtain a resolution of the shareholders' meeting, unless otherwise provided for in **laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and** the Articles of Association. Where a merger is effected pursuant to the preceding paragraph without a resolution of the shareholders' meeting, it shall be subject to a resolution of the Board of Directors.

21	(New)	**Article 205 These Articles of Association shall comply with the securities regulatory rules of the place where the Company's shares are listed and other laws and regulations, as amended from time to time. If these Articles of Association are not consistent with, contravene or in conflict with any applicable laws, regulations or the securities regulatory rules of the place where the Company's shares are listed, the provisions of such laws, regulations and the securities regulatory rules of the place where the Company's shares are listed shall prevail and these Articles of Association shall be amended in due course.**

Note: subject to approval and registration by the administrative authorities for industry and commerce. Except for the above articles, other articles of the Articles of Association shall remain unchanged.

The board of directors of
NSING TECHNOLOGIES INC.
30 March 2026

NSING TECHNOLOGIES INC.

Rules of Procedure of the Shareholders' General Meeting ~~(Draft)~~

(Effective after the issuance and listing of H Shares)

~~[●]~~March 2026

Chapter 1 General Provisions

Article 1 To regulate the conduct of NSING TECHNOLOGIES INC. (hereinafter referred to as the "Company") and ensure that the shareholders' meeting exercises its powers in accordance with the law, these Rules have been formulated in accordance with the Company Law of the PRC (hereinafter referred to as the "Company Law"), the Securities Law of the PRC (hereinafter referred to as the "Securities Law"), the Rules on Shareholders' Meetings of Listed Companies, the Rules Governing the Listing of Shares on ChiNext, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") (including its Appendix C1 Corporate Governance Code), and other relevant regulations.

Article 2 These Rules shall apply to matters concerning the convening, proposals, notices and holding of the shareholders' meetings of the Company.

The Company shall convene shareholders' meetings in strict accordance with the relevant provisions of laws, administrative regulations, these Rules and the Articles of Association, so as to ensure that shareholders are able to exercise their rights in accordance with the law.

The board of directors of the Company shall earnestly perform its duties and organize shareholders' meetings diligently and in a timely manner. All directors of the Company shall act with due diligence to ensure that a shareholders' meeting is convened properly and that its powers are exercised in accordance with the law.

Article 3 The shareholders' meeting shall exercise its powers within the scope stipulated by the Company Law and the Articles of Association.

Article 4 Shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be held once a year, within six months after the end of the previous fiscal year. Extraordinary shareholders' meetings shall be held on an ad hoc basis. Where circumstances arise that require the convening of an extraordinary shareholders' meeting pursuant to Article 113 of the Company Law, such a meeting shall be convened within two months.

If the Company is unable to convene a shareholders' meeting within the aforementioned period, it shall report to the Shenzhen Bureau of the China Securities Regulatory Commission (hereinafter referred to as the "Shenzhen CSRC") ~~and~~, the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") and The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"), explain the reasons and make a public announcement.

Article 5 When convening a shareholders' meeting, the Company shall engage a lawyer to issue legal opinions (which shall comply with the requirements of the domestic stock exchange and the Hong Kong Stock Exchange) on the following issues and make a public announcement:

(i) Whether the convening and holding procedures of the meeting comply with the provisions of laws, administrative regulations, these Rules and the Articles of Association;

(ii) Whether the qualifications of the attendees and the convener are legal and valid;

(iii) Whether the voting procedures and voting results of the meeting are legal and valid;

(iv) Legal opinions on other relevant issues as required by the Company.

Chapter 2 Convening of Shareholders' Meetings

Article 6 The board of directors shall convene a shareholders' meeting on time within the period specified in Article 4 of these Rules.

Article 7 With the consent of more than half of all independent directors, an independent director has the right to propose to the board of directors that an extraordinary shareholders' meeting be convened. Upon receiving a proposal from an independent director to convene an extraordinary shareholders' meeting, the board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback within 10 days of receiving the proposal, indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within 5 days of making the board resolution; if the board of directors disagrees to convene an extraordinary shareholders' meeting, it shall state the reasons and make a public announcement.

Article 8 The audit committee has the right to propose to the board of directors to convene an extraordinary shareholders' meeting, and shall submit such a proposal to the board of directors in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback within 10 days of receiving the proposal, indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within 5 days of making the board resolution. Any changes to the original proposal in the notice shall require the consent of the audit committee.

If the board of directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide written feedback within 10 days of receiving the proposal, it shall be deemed that the board of directors is unable or has failed to fulfill its duty to convene a shareholders' meeting, and the audit committee may convene and preside over the meeting itself.

Article 9 Shareholders who individually or collectively hold more than 10% of the Company's shares have the right to request the board of directors to convene an extraordinary shareholders' meeting, and shall submit such a request to the board of directors in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback within 10 days of receiving the request, indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within 5 days of making the board resolution. Any changes to the original request in the notice shall require the consent of the relevant shareholders.

If the board of directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within 10 days of receiving the request, shareholders who individually or collectively hold more than 10% of the Company's shares have the right to propose to the audit committee that an extraordinary shareholders' meeting be convened, and shall submit such a request to the audit committee in writing.

If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original proposal in the notice shall require the consent of the relevant shareholders.

If the audit committee fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the audit committee has failed to convene and preside over the shareholders' meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting themselves.

Article 10 If the audit committee or shareholders decide to convene a shareholders' meeting on their own, they must notify the board of directors in writing and file a record with the SZSE and the Hong Kong Stock Exchange.

Before the announcement of the shareholders' meeting resolution, the shareholding ratio of the convening shareholders shall not be less than 10%.

The audit committee and the convening shareholders shall submit relevant supporting documents to the SZSE and the Hong Kong Stock Exchange when issuing the notice of the shareholders' meeting and the announcement of the shareholders' meeting resolution, and the materials submitted to the Hong Kong Stock Exchange must comply with the specified format and disclosure requirements.

Article 11 The board of directors and the board secretary shall cooperate with any shareholders' meeting convened by the audit committee or the shareholders themselves. The board of directors shall provide a shareholder register as of the record date. If the board of directors fails to provide the shareholder register, the convener may apply to the securities registration and settlement institution for a copy by presenting the relevant announcement regarding the convening of the shareholders' meeting. The shareholder register obtained by the convener shall not be used for any purpose other than convening the shareholders' meeting.

Article 12 The Company shall bear all necessary expenses for any shareholders' meeting convened by the audit committee or the shareholders themselves.

Chapter 3 Proposals and Notices of Shareholders' Meetings

Article 13 The content of a proposal shall fall within the scope of the shareholders' meeting's authority, have a clear topic and specific resolutions, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

Article 14 Shareholders who individually or collectively hold more than 1% of the Company's shares may submit temporary proposals in writing to the convener 10 days before the shareholders' meeting. The convener shall, within 2 days of receiving the proposal, issue a supplementary notice of the shareholders' meeting, announcing the content of the temporary proposal, and submit the temporary proposal to the shareholders' meeting for deliberation. However, this does not apply to temporary proposals that violate laws, administrative regulations or the Articles of Association, or that are not within the scope of the shareholders' meeting's authority. The Company may not raise the shareholding threshold for shareholders submitting a temporary proposal.

Except as provided in the preceding paragraph, the convener may not amend the proposals already listed in the shareholders' meeting notice or add new proposals after issuing the notice of the shareholders' meeting.

The shareholders' meeting shall not vote on and make resolutions on proposals not listed in the shareholders' meeting notice or that do not comply with Article 13 of these Rules.

Article 15 The convener shall notify all shareholders by public announcement 21 days prior to the annual shareholders' meeting, and 15 days prior to the extraordinary shareholders' meeting.

Article 16 The notice and supplementary notice of a shareholders' meeting shall fully and completely disclose the specific details of all proposals, as well as all information or explanations necessary for the shareholders to make a reasonable judgment regarding the matters to be discussed.

Article 17 When a shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the director candidates, including at least the following:

(i) Educational background, work experience, concurrent positions, and other personal information;

(ii) Whether there is any affiliation with the Company or its controlling shareholder and actual controller;

(iii) The number of shares held in the Company;

(iv) Whether the candidate has been subject to penalties from the China Securities Regulatory Commission and other relevant departments, or disciplinary action from a stock exchange.

Except for elections using cumulative voting, each director candidate shall be nominated as a separate proposal.

Article 18 The notice of a shareholders' meeting shall specify the time and place of the meeting and set a record date. The period between the record date and the date of the meeting shall not exceed 7 business days. Once the record date has been set, it may not be changed.

Article 19 After the notice of a shareholders' meeting has been issued, the meeting shall not be postponed or cancelled without justifiable reason, and the proposals listed in the notice shall not be cancelled. In the event of postponement or cancellation, the convener shall issue a public announcement at least 2 business days prior to the originally scheduled date, explaining the reasons. If the securities regulatory rules of the place where the Company's shares are listed have special provisions regarding the procedures for postponing or cancelling a shareholders' meeting, those provisions shall prevail, provided that they do not violate domestic regulatory requirements.

Chapter 4 Holding of Shareholders' Meetings

Article 20 The Company shall convene shareholders' meetings at its registered address or at a location specified in the Articles of Association.

Shareholders' meetings shall be held at a meeting place in the form of on-site meeting and shall, in accordance with laws, administrative regulations, rules of the China Securities Regulatory Commission, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, utilize secure, economical and convenient online and other means to facilitate shareholders' participation in the meetings. Shareholders who participate in a shareholders' meeting through the aforementioned means shall be deemed to be present.

Shareholders may attend a shareholders' meeting in person and exercise their voting rights, or may authorize other persons to attend on their behalf and exercise voting rights within the scope of authorization.

Article 21 The Company shall clearly specify the voting time and voting procedures for online or other means in the notice of a shareholders' meeting.

The start time for online or other means of voting at a shareholders' meeting shall not be earlier than 3:00 p.m. on the day prior to the on-site meeting and shall not be later than 9:30 a.m. on the day of convening of the on-site meeting; and the end time shall not be earlier than 3:00 p.m. on the day of conclusion of the on-site meeting.

Article 22 The board of directors and other conveners shall take necessary measures to ensure the normal order of a shareholders' meeting. Any acts that disrupt the shareholders' meeting, cause disturbances, or infringe upon the legitimate rights and interests of shareholders shall be stopped and promptly reported to the relevant departments for investigation and handling.

Article 23 All shareholders registered on the record date, or their proxies, are entitled to attend the shareholders' meeting, and neither the Company nor the convener may refuse such attendance for any reason. The shareholders attending the meeting are entitled to one vote for each share held, except for holders of class shares. Shares of the Company held by the Company itself do not carry voting rights.

Article 24 Shareholders shall attend a shareholders' meeting by presenting their stock account cards, identity cards or other valid documents or proof of identity. Proxies shall also submit a power of attorney from the shareholder and their own valid identity documents. The proxy arrangements for holders of H shares of the Company may be governed by the regulations of the securities regulatory authority of the place where the H shares are listed.

Article 25 The convener and the lawyer shall jointly verify the legality of shareholders' eligibility based on the shareholder register provided by the securities registration and settlement institution, and shall register the shareholders' names and the number of shares with voting rights they hold. Meeting registration shall cease before the meeting chairperson announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights they hold.

Article 26 If the shareholders' meeting requires directors and senior management to attend the meeting, the directors and senior management shall attend and answer questions from the shareholders. <u>Shareholders may submit questions in writing or online from abroad, and the Company shall respond to such questions and include the responses in the minutes of the meeting.</u>

Article 27 A shareholders' meeting shall be chaired by the chairman of the board. If the chairman is unable to perform his/her duties or fails to perform his/her duties, a director jointly nominated by more than half of the directors shall chair the meeting.

A shareholders' meeting convened by the audit committee shall be chaired by the convener of the audit committee. If the convener of the audit committee is unable to perform his/her duties or fails to perform his/her duties, a member of the audit committee jointly nominated by more than half of the audit committee members shall chair the meeting.

A shareholders' meeting convened by the shareholders themselves shall be chaired by the convener or their nominated representative.

If, during a shareholders' meeting, the chairperson violates these Rules, making it impossible for the meeting to continue, the shareholders' meeting may, with the consent of more than half of the shareholders present with voting rights, elect a person to chair the meeting and continue the meeting.

Article 28 At the annual shareholders' meeting, the board of directors shall report to the shareholders on its work over the past year<u>, including the results of the board's self-assessment, directors' training, shareholders' communication mechanism and the implementation of board diversity</u>. Each independent director shall also submit a report on their performance.

Article 29 Directors and senior management shall provide explanations and clarifications regarding shareholders' inquiries at the shareholders' meeting.

Article 30 The chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held therein before the vote. The number of shareholders and proxies present at the meeting and the total number of shares with voting rights held therein shall be based on the meeting registration.

Article 31 Where a shareholder has a conflict of interest regarding a matter to be deliberated at a shareholders' meeting, such shareholder shall abstain from voting, and the shares with voting rights held by such shareholder shall not be included in the total number of shares with voting rights present at the shareholders' meeting.

When a shareholders' meeting deliberates on significant matters affecting the interests of minority shareholders, the votes of minority shareholders shall be counted separately. The results of this separate vote count shall be disclosed promptly.

Shares held by the Company itself have no voting rights, and such shares are not included in the total number of shares with voting rights present at the shareholders' meeting.

If a shareholder purchases shares with voting rights of the Company in violation of Paragraphs 1 and 2 of Article 63 of the Securities Law, the portion of such shares exceeding the prescribed proportion shall not be eligible to exercise voting rights for thirty-six months after the purchase, and shall not be included in the total number of shares with voting rights present at the shareholders' meeting.

The board of directors, independent directors, shareholders who hold more than 1% of the shares with voting rights, or investor protection institutions established in accordance with the provisions of laws, administrative regulations or the China Securities Regulatory Commission may publicly solicit shareholders' voting rights. When soliciting shareholders' voting rights, sufficient information regarding specific voting intentions and other relevant details must be disclosed to the persons being solicited. Soliciting shareholders' voting rights through paid or disguised paid means is prohibited. Except as required by the law, the Company may not impose a minimum shareholding ratio restriction on the solicitation of voting rights.

Article 32 When the shareholders' meeting votes on the election of directors, the views of minority shareholders shall be fully reflected. The shareholders' meeting shall actively implement cumulative voting in the election of directors ~~may be implemented in accordance with the provisions of the Articles of Association or a resolution of the shareholders' meeting~~. Cumulative voting shall be adopted if a single shareholder and persons acting in concert with such shareholder are interested in 30% or more of the shares of the Company and its shareholders' meeting is electing two or more non-independent directors, or if the shareholders' meeting is electing two or more independent directors.

The cumulative voting system mentioned in the preceding paragraph means that when the shareholders' meeting elects directors, each share has the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively.

Article 33 Except for cumulative voting, the shareholders' meeting shall vote on all proposals item by item. If there are different proposals on the same matter, they shall be voted on in the order they were submitted. Except for special reasons such as force majeure that cause the shareholders' meeting to be suspended or unable to reach a resolution, the shareholders' meeting may not shelve or refuse to vote on proposals.

Article 34 When the shareholders' meeting deliberates on a proposal, it should not modify the proposal; otherwise, the modification shall be considered a new proposal and cannot be voted on at this shareholders' meeting.

Article 35 Each voting right can only be exercised through one of the following methods: in person, online, or other voting methods. In the event of duplicate voting for the same voting right, the first vote cast shall prevail.

Article 36 Shareholders attending a shareholders' meeting shall express one of the following opinions on the proposals submitted for voting: in favor, against, or abstain. This does not apply to securities registration and settlement institutions acting as nominal holders of shares under the Mainland-Hong Kong Stock Connect mechanism, which shall report in accordance with the actual holders' intentions.

Unfilled, incorrectly filled, illegible ballots, or ballots not cast shall be deemed as the voter having waived their voting rights, and the voting result for the shares held by such voter shall be counted as "abstention".

Article 37 Before a shareholders' meeting votes on a proposal, two shareholder representatives shall be nominated to participate in the vote counting and scrutiny. If a matter under consideration has a conflict of interest with a shareholder, the relevant shareholder and their proxy shall not participate in the vote counting or scrutiny.

When a shareholders' meeting votes on a proposal, a lawyer and shareholder representatives shall jointly be responsible for vote counting and scrutiny, and the voting results shall be announced on the spot.

Shareholders or their proxies who vote through the internet or other means have the right to verify their voting results through the corresponding voting system.

Article 38 The on-site shareholders' meeting shall not end earlier than the online or other voting methods. The meeting chairperson shall announce the voting status and results of each proposal on the spot and, based on the voting results, announce whether the proposal has been passed.

Before the official announcement of the voting results, all relevant parties involved in the on-site, online and other voting methods, including the vote counters, vote scrutineers, major shareholders and the network service provider, are obligated to maintain confidentiality regarding the voting information.

Article 39 Shareholders' meeting resolutions shall be promptly announced. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the percentage of such shares representing the total number of shares with voting rights in the Company, the voting methods, the voting results for each proposal, and the detailed content of each resolution passed.

A company that issues domestic-listed foreign shares or class shares shall separately count and announce the attendance and voting information of domestic shareholders and foreign shareholders, as well as ordinary shareholders (including preferred shareholders whose voting rights have been restored) and class shareholders.

Article 40 If a proposal is not passed, or if this shareholders' meeting changes a resolution of the previous shareholders' meeting, a special notice shall be given in the announcement of the shareholders' meeting resolution.

Article 41 The board secretary shall be responsible for the minutes of a shareholders' meeting. The minutes shall record the following:

(i) the time, place, agenda, and name of the convener;

(ii) the names of the chairperson and the directors and senior management present or attending the meeting;

(iii) the number of shareholders and proxies present, the total number of shares with voting rights held, and the percentage of such shares representing the total number of the Company's shares;

(iv) the deliberation process, key points of the speeches, and voting results for each proposal;

(v) shareholders' inquiries or suggestions, and corresponding replies or explanations;

(vi) the names of the lawyers, vote counters, and scrutineers;

(vii) other contents that should be included in the minutes as required by the Articles of Association.

Directors, the board secretary, the convener or their representative and the meeting chairperson who attend the meeting shall sign the minutes, and certify that the content of the minutes is true, accurate and complete. The minutes, together with the register of shareholders present in person, proxy forms, and valid materials regarding voting via the internet and other means, shall be kept for a period of not less than 10 years.

Article 42 The convener shall ensure that shareholders' meetings are held continuously until a final resolution is reached. If a shareholders' meeting is suspended or unable to reach a resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate the meeting directly, and a timely announcement shall be made. Simultaneously, the convener shall report to the Shenzhen CSRC, the SZSE and the Hong Kong Stock Exchange.

Article 43 If the shareholders' meeting passes a proposal regarding the election of directors, the newly elected directors shall assume office in accordance with the provisions of the Articles of Association.

Article 44 If the shareholders' meeting passes a proposal regarding cash dividends, bonus share issuance or capitalization of capital reserves, the Company shall implement the specific plan within 2 months upon the conclusion of the shareholders' meeting. If, due to laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the specific plan cannot be implemented within 2 months, the implementation date may be adjusted accordingly based on such provisions and the actual circumstances.

Article 45 Where the Company repurchases ordinary shares for the purpose of reducing its registered capital by issuing preferred shares to unspecific targets, or repurchases ordinary shares from specific shareholders of the Company by issuing preferred shares to specific targets as a means of payment, the resolution of the shareholders' meeting regarding the repurchase of ordinary shares shall be passed by a vote of not less than two-thirds of the voting rights held by the shareholders present at the meeting.

The Company shall announce the resolution on the repurchase of ordinary shares on the day following the adoption of such resolution at the shareholders' meeting.

Article 46 Any resolution of the Company's shareholders' meetings that violates laws or administrative regulations shall be invalid.

The Company's controlling shareholder and actual controller shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they infringe upon the legitimate rights and interests of the Company and minority investors.

If the convening procedure or voting method of the shareholders' meeting violates laws, administrative regulations or the Articles of Association, or if the content of the resolution violates the Articles of Association, shareholders may request the People's Court to revoke the resolution within 60 days from the date the resolution was made. However, this does not apply if the convening procedure or voting method of the shareholders' meeting has only minor flaws and does not have a substantial impact on the resolution.

If the board of directors, shareholders or other relevant parties have a dispute regarding the eligibility of the convener, the convening procedure, the legality of a proposal or the validity of a shareholders' meeting resolution, they should promptly file a lawsuit with the People's Court. Before the People's Court issues a judgment or ruling revoking the resolution, the relevant parties should implement the shareholders' meeting resolution. The Company, directors and senior management should earnestly perform their duties and promptly implement the shareholders' meeting resolution to ensure the normal operation of the Company.

If the People's Court issues a judgment or ruling on relevant matters, the Company should fulfill its information disclosure obligations in accordance with laws, administrative regulations and the regulations of the China Securities Regulatory Commission and the stock exchange, fully explain the impact, and actively cooperate in the implementation after the judgment or ruling takes effect. If the matter involves correction of prior matters, the Company shall promptly handle the matter and fulfill the corresponding information disclosure obligations.

Chapter 5 Supplementary Provisions

Article 47 In the event of any matters not covered by these Rules, or in the event of any conflict with laws, regulations, other relevant normative documents or the securities regulatory rules of the place where the Company's shares are listed, the provisions of such laws, regulations, other relevant normative documents or the securities regulatory rules of the place where the Company's shares are listed shall prevail.

Article 48 For the purposes of these Rules, the terms "announcement", "notice", or "supplementary notice" of a shareholders' meeting shall, with respect to holders of A shares, refer to the publication of relevant disclosure information on media outlets that meet the requirements of the China Securities Regulatory Commission and on the SZSE website. With respect to announcements issued to holders of H shares or announcements required to be issued in Hong Kong in accordance with relevant provisions and the Articles of Association, such announcements must be published on the Company's website, the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and other websites prescribed from time to time by the Hong Kong Listing Rules in accordance with the requirements of the Hong Kong Listing Rules.

Article 49 The terms "more than" and "within" as used in these Rules shall include the number itself; "exceeding", "less than" and "higher than" shall not include the number itself.

Article 50 These Rules shall be interpreted by the board of directors.

Article 51 These Rules shall take effect ~~from the date on which the H shares issued by the Company are listed for trading,~~ upon consideration and approval by the shareholders' meeting of the Company.

The board of directors of
NSING TECHNOLOGIES INC.
~~[●]~~
30 March 2026

NSING TECHNOLOGIES INC.

Rules of Procedure of the Board of Directors ~~(Draft)~~

(Effective after the issuance and listing of H Shares)

~~[●]~~
March 2026

Chapter 1 General Provisions

Article 1 To clarify the responsibilities and authority of the board of directors of NSING TECHNOLOGIES INC. (hereinafter referred to as the "Company"), establish a sound corporate governance structure, standardize the internal organization, deliberation and decision-making procedures of the board of directors, and ensure the efficient and orderly operation of the board of directors, the Rules of Procedure of the Board of Directors of NSING TECHNOLOGIES INC. (hereinafter referred to as these "Rules") have been formulated in accordance with the Company Law of the PRC (hereinafter referred to as the "Company Law"), the Securities Law of the PRC (hereinafter referred to as the "Securities Law"), the Rules Governing the Listing of Shares on ChiNext, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") (including its Appendix C1 Corporate Governance Code), and other relevant laws, regulations and normative documents, as well as the Articles of Association of NSING TECHNOLOGIES INC. (hereinafter referred to as the "Articles of Association").

Article 2 The Company shall establish a board of directors, which shall be elected by the shareholders' meeting and, acting on behalf of the shareholders' meeting, shall be responsible for the management of the Company's corporate assets. It shall serve as the center of the Company's operational decision-making and shall be accountable to the shareholders' meeting.

Chapter 2 Directors

Article 3 A director shall be a natural person and is not required to hold shares in the Company. A person shall not serve as a director if he/she falls under any of the following circumstances:

(i) He/she has no capacity for civil conduct or has limited capacity for civil conduct;

(ii) He/she has been sentenced to criminal punishment for embezzlement, bribery, misappropriation of property or disrupting the socialist market economic order, or has been deprived of political rights for a crime, and the period of deprivation has expired for no more than 5 years, or if he/she has been granted probation, and no more than 2 years have passed since the expiration of the probation period;

(iii) He/she served as a director, factory director or manager of a company or enterprise undergoing bankruptcy liquidation, and bears personal responsibility for the bankruptcy of the company or enterprise, provided that no more than 3 years have passed since the completion of the bankruptcy liquidation of the company or enterprise;

(iv) He/she served as the legal representative of a company or enterprise whose business license has been revoked or which has been ordered to close down due to illegal activities, and bears personal responsibility, provided that no more than 3 years have passed since the company or enterprise's business license was revoked or it was ordered to close down;

(v) He/she has substantial outstanding debts that are overdue and has been listed as a dishonest person subject to enforcement by the People's Court;

(vi) He/she has been subject to a securities market entry ban imposed by the China Securities Regulatory Commission, and the ban period of which has not yet expired;

(vii) He/she has been publicly identified by a stock exchange as unsuitable to serve as a director or senior management of a listed company, and the ban period of which has not yet expired;

(viii) Other contents stipulated by laws, administrative regulations or departmental rules.

The nomination committee under the board of directors of the Company shall review whether a director candidate meets the eligibility requirements. When disclosing information regarding a director candidate, the Company shall simultaneously disclose the review opinions of the nomination committee under the board of directors.

Any election, appointment or engagement of a director that violates this Article shall be invalid. If a director falls under any of the circumstances described in this Article during their term of office, the Company ~~will~~shall immediately suspend their duties. Upon becoming aware or having reason to become aware of such circumstances, the board of directors shall immediately remove the director from office ~~and suspend his/her duties~~in accordance with regulations.

The nomination committee under the board of directors shall assess the eligibility of directors. If it finds that a director does not meet the eligibility requirements, it shall promptly propose to the board of directors that such director shall be removed from office.

Article 4 Directors are elected and replaced by the shareholders' meeting, and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected upon expiration of their term.

The term of office of directors shall commence on the date on which the resolution is passed by the shareholders' meeting and shall continue until the expiration of the term of office of the current session of the board of directors. For directors newly appointed or elected to fill vacancies during the term of each session, their term of office shall be the remaining term of the current session of the board of directors, i.e. from the date on which the shareholders' meeting approves their nomination until the date on which new directors are elected at the shareholders' meeting held following the expiration of the current session of the board of directors. If a director's term expires and a new election is not held in a timely manner, the existing director shall continue to perform his/her duties in accordance with laws, administrative regulations and the Articles of Association until the newly elected director assumes office.

Article 5 Directors shall be elected in accordance with the following procedures:

(i) Candidates for directors shall be nominated in writing by the incumbent board of directors or by shareholders who individually or collectively hold more than 1% of the Company's shares. Shareholders who individually or collectively hold more than 1% of the Company's shares and wish to nominate candidates for directors shall first submit such nominations to the board of directors, which shall conduct a qualification review;

(ii) The Company shall disclose detailed information regarding the director candidates to shareholders in the notice convening the shareholders' meeting, ensuring that shareholders have sufficient understanding of the candidates prior to voting;

(iii) Prior to the convening of the shareholders' meeting, director candidates shall make a written commitment agreeing to accept the nomination, affirming that the director candidate information provided is true, accurate and complete, and guaranteeing that they will earnestly perform their duties as directors upon election;

(iv) The list of director candidates shall be submitted to the shareholders' meeting for consideration in the form of a proposal;

(v) The election of directors at the shareholders' meeting shall be conducted using cumulative voting.

The nomination methods and election procedures for independent directors shall be carried out in accordance with the provisions of laws, regulations and other normative documents.

Article 6 When the shareholders' meeting deliberates on a resolution to appoint a director, such director shall attend the meeting in person and report to the shareholders' meeting on whether any of the following circumstances apply to him/her:

(i) Circumstances under which a person is prohibited from serving as a director as stipulated by the Company Law;

(ii) Having been declared by the China Securities Regulatory Commission to be subject to a market ban and still being within the period of such ban;

(iii) Having been publicly identified by a stock exchange to be unsuitable to serve as a director of a listed company and still being within 2 years upon such identification;

(iv) Other circumstances in which a person has been penalized or disciplined by the China Securities Regulatory Commission or a stock exchange within the past three years.

Independent directors shall also make a statement regarding their independence and competence and shall be subject to questioning by shareholders.

Prior to accepting appointment, a director shall ensure that he/she is able to devote sufficient time and energy to the duties of the board of directors during his/her term of office and earnestly perform all duties required of a director.

Article 7 Directors shall comply with the provisions of laws, regulations and the Articles of Association, earnestly perform their duties, and safeguard the interests of the Company. Where their personal interests conflict with those of the Company and the shareholders, they shall act in the best interests of the Company and the shareholders and ensure that:

(i) They exercise their rights within the scope of their duties and do not exceed their authority;

(ii) They shall not embezzle the Company's assets or misappropriate the Company's funds;

(iii) They shall not deposit the Company's funds in accounts opened in their own name or in the name of other individuals;

(iv) Without the consent of the shareholders' meeting and board of directors and obtaining a resolution from the shareholders' meeting or board of directors in accordance with the provisions of the Articles of Association, they shall not directly or indirectly enter into contracts or transactions with the Company;

(v) They shall not use their position to accept bribes or other illegal income;

(vi) They shall not use their position to seek business opportunities belonging to the Company for themselves or others, except where they report to the board of directors or shareholders' meeting and obtain a resolution from the shareholders' meeting, or where the Company is prohibited from using such business opportunities according to laws, administrative regulations or the Articles of Association;

(vii) They shall not accept commissions from others for transactions with the Company;

(viii) Confidential information about the Company obtained during their term of office shall not be disclosed without the consent of the shareholders' meeting, provided that such information may be disclosed to judicial authorities or competent government authorities under the following circumstances:

1. where required by laws and regulations;

2. where judicial authorities or competent government authorities make a mandatory request;

3. where required in public interest;

4. where required to protect the legitimate interests of such director;

(ix) They shall not use their related party relationships to harm the Company's interests;

(x) Other fiduciary duties as stipulated by laws, regulations, normative documents and the Articles of Association.

A director's income obtained in violation of this Article shall belong to the Company; if it causes losses to the Company, the director shall be liable for compensation.

Article 8 Directors shall abide by laws, administrative regulations and the Articles of Association, and owe the following duties of diligence to the Company:

(i) They shall exercise the rights granted to them by the Company prudently, diligently and attentively to ensure that the Company's business activities comply with the requirements of national laws, administrative regulations and various national economic policies, and that the business activities do not exceed the scope of business stipulated in the business license;

(ii) They shall treat all shareholders fairly;

(iii) They shall carefully read the Company's various business and financial reports, promptly understand and continuously monitor the Company's operational and management status as well as any material events that have occurred or may occur and their impact, promptly report any issues in the Company's operations and management to the board of directors, and shall not shirk their responsibilities on the grounds that they are not directly involved in operations and management or are unaware of the relevant issues and circumstances;

(iv) They shall sign a written confirmation of approval for the Company's periodic reports;

(v) They shall, in principle, attend board meetings in person, act with due diligence and reasonable care, and express clear opinions on matters under discussion; and shall carefully select a proxy if they are unable to attend a board meeting in person for any reason;

(vi) They shall exercise the Company's management authority lawfully granted to them personally and shall not be manipulated by others; and shall not delegate their powers to others for exercise unless in accordance with laws and regulations or with the approval of the shareholders' meeting given with full knowledge of the facts;

(vii) They shall accept the audit committee's lawful supervision and reasonable recommendations regarding the performance of their duties;

(viii) They shall provide the audit committee with accurate information and materials, and shall not obstruct the audit committee or its members from exercising their powers;

(ix) Other fiduciary duties as stipulated by laws, regulations, normative documents and the Articles of Association.

Article 9 Unless otherwise provided in the Articles of Association or duly authorized by the board of directors, no director may act on behalf of the Company or the board of directors in their personal capacity. When a director acts in his/her personal capacity, and a third party would reasonably believe that the director is acting on behalf of the Company or the board of directors, the director shall declare their position and identity in advance.

Article 10 Where a director, personally or through another enterprise in which he/she serves, has a direct or indirect conflict of interest with an existing or proposed contract, transaction or arrangement of the Company (excluding employment contracts), the director shall promptly disclose to the board of directors the nature and extent of such conflict of interest, regardless of whether the matter in question would normally require the approval of the board of directors. A director with a conflict of interest shall automatically recuse himself/herself and forfeit the right to vote when the board of directors deliberates on the connected transaction, meaning that: he/she shall not participate in the voting, and the voting rights he/she represents shall not be counted in the total number of valid votes; he/she shall not exercise voting rights on behalf of other directors; he/she shall not influence the outcome of the vote; and if the director with a conflict of interest is the chairperson of the meeting, he/she shall not use the advantageous position of the chairperson to influence the outcome of the vote.

If a director notifies the board of directors in writing prior to the Company's initial consideration of entering into a relevant contract, transaction or arrangement, stating that due to the matters listed in the notice, the relevant contract, transaction or arrangement subsequently entered into by the Company involves a conflict of interest with him/her, then, to the extent specified in the notice, such director shall be deemed to have made the disclosure required by the preceding paragraph of this Article.

The recusal procedure for an interested director is as follows: 1) The Company's board secretary, the interested director or another director shall file a recusal request for the interested director in accordance with relevant regulations, and the interested director shall recuse himself/herself; 2) The interested director shall not participate in the deliberation of matters related to the connected transaction; 3) When the board of directors votes on the connected transaction, the voting rights represented by the interested director shall be excluded, and the non-interested directors present at the board meeting shall vote in accordance with the provisions of these Rules.

Article 11 Interested directors include the following directors, or directors who fall under any of the following circumstances:

(i) The counterparty to the transaction;

(ii) A person who holds a position with the counterparty, or with a legal entity that directly or indirectly controls the counterparty, or with a legal entity directly or indirectly controlled by the counterparty;

(iii) A person who holds direct or indirect control over the counterparty;

(iv) A close family member of the counterparty or its direct or indirect controller (including a spouse, parents and parents-in-law, siblings and their spouses, children aged 18 or older and their spouses, siblings of the spouse, and parents of the children's spouses);

(v) A close family member of the directors, supervisors and senior management of the counterparty or its direct or indirect controllers (including a spouse, parents and parents-in-law, siblings and their spouses, children aged 18 or older and their spouses, siblings of the spouse, and parents of the children's spouses);

(vi) A person identified by the Company as having their independent business judgment potentially compromised for other reasons;

(vii) Other circumstances specified in the securities regulatory rules of the place where the Company's shares are listed.

Article 12 If a director fails to attend two consecutive board meetings in person or appoint another director to attend on his/her behalf, he/she shall be deemed unable to perform his/her duties, and the board of directors shall recommend the shareholders' meeting to remove him/her.

Article 13 A director may resign before the expiration of his/her term. A director's resignation shall be submitted in writing to the board of directors, which shall notify the other directors and shareholders within 2 days.

Article 14 If the resignation of a director would result in the number of board members falling below the statutory minimum, such resignation shall not take effect until the shareholders' meeting has appointed a successor director. If the number of board members falls below the statutory minimum due to the expiration of a director's term without timely re-election or due to a director's resignation during his/her term, the existing director shall continue to perform his/her duties in accordance with laws, regulations, normative documents and the Articles of Association until the newly elected director assumes office.

Except as provided in the preceding paragraph, a director's resignation shall take effect upon delivery of the resignation notice to the board of directors.

Upon resignation or expiration of term, a director shall complete all handover procedures with the board of directors.

Article 15 Upon the resignation of a director or the expiration of his/her term of office, the director's obligations to the Company and the shareholders shall not be automatically discharged until the resignation takes effect or within a reasonable period after it takes effect, or within a reasonable period after the expiration of the term of office. The director's obligation to maintain the confidentiality of the Company's confidential information shall remain in effect after the termination of his/her tenure until such confidential information becomes public. The duration of other obligations shall be determined in accordance with the principle of fairness, taking into account the length of time between the occurrence of the relevant event and the director's departure, as well as the circumstances and conditions under which the relationship with the Company is terminated.

Article 16 A director whose term of office has not yet expired shall be liable for compensation for any losses incurred by the Company as a result of the director's unauthorized resignation.

Article 17 The remuneration of each director (including, but not limited to, salary, allowances, subsidies, bonuses, directors' fees, pensions and severance pay) shall be determined solely by the shareholders' meeting.

When approving the remuneration of each director, the shareholders' meeting shall fully consider the Company's operating conditions, the conditions of the industry in which the Company operates, the director's individual capabilities, and his/her contributions to the Company.

The Company shall not pay taxes on behalf of the directors in any form.

Article 18 The Company may, with the approval of the shareholders' meeting, purchase liability insurance ~~for~~to cover the liability incurred by the directors in the performance of their duties during their tenure~~, provided that this shall not apply to liabilities arising from a director's violation of laws, regulations and the Articles of Association~~.

Article 19 When the board of directors of the Company evaluates an individual director or discusses the director's compensation, such director shall recuse himself/herself.

Chapter 3 Composition and Duties of the Board of Directors

Article 20 The board of directors of the Company consists of seven directors, of whom no fewer than one-third, and at least three, shall be independent directors. The board of directors shall have one chairman.

Article 21 The board of directors is the Company's decision-making body for business operations and shall exercise its powers strictly in accordance with the provisions of the Articles of Association.

Article 22 Matters such as the Company's external investments (including entrusted financial management), acquisition or disposal of assets, financing (loans or credit facilities), asset mortgages (pledges), external guarantees and connected transactions that exceed the scope of authority of the board of directors as stipulated in the Articles of Association shall be reported to the shareholders' meeting and implemented after being considered and approved by the shareholders' meeting. For matters involving material conflicts of interest for the Company (including, but not limited to, connected transactions and major external guarantees), independent directors who have no material conflicts of interest shall attend the relevant board meetings, may not delegate attendance to other directors, and shall express independent opinions on such matters.

Article 23 The board of directors, in exercising its powers, shall comply with relevant national laws and regulations, the Articles of Association and resolutions of the shareholders' meeting, and shall voluntarily accept the supervision of the audit committee of the Company. Matters requiring approval from relevant national authorities shall be implemented only after such approval has been obtained.

Article 24 Matters to be deliberated by the board of directors shall be submitted in the form of proposals. The board secretary shall be responsible for collecting and organizing the proposals and submitting them to the board of directors for deliberation and resolution.

Article 25 The following persons or bodies shall have the right to submit proposals to the board of directors:

(i) Any director;

(ii) Any special committee under the board of directors;

(iii) Any shareholder who holds more than 1% of the shares, either individually or in concert with others;

(iv) The general manager, the chief financial officer, or the board secretary.

Proposals submitted by the persons or bodies listed in items (ii) and (iv) above shall be limited to matters within the scope of their respective duties.

Chapter 4 Meeting Procedures of the Board of Directors

Article 26 Board meetings shall be divided into regular meetings and extraordinary meetings.

Regular board meetings shall be held ~~twice~~four times a year. Regular board meetings ~~shall be~~are held approximately once ~~in each of the first and second half-years~~every quarter.

The board of directors may convene an extraordinary meeting upon the request of shareholders representing more than one-tenth of the voting rights, more than one-third of the directors or the audit committee.

Article 27 Board meetings shall be convened by the chairman of the board of directors. If the chairman fails to perform or is unable to perform his/her duties, a director shall be jointly nominated by a majority of the directors to convene the meeting. The convener of the board meeting shall ensure that the convening of the meeting complies with the requirements of the Hong Kong Listing Rules and these Rules, and shall safeguard the directors' rights to attend and participate in the meeting.

Article 28 For regular meetings of the board of directors, notice shall be given to the directors and the general manager at least ~~10~~14 days prior to the meeting by personal delivery, email, fax, mail or other means; where necessary, notice shall also be given to other senior management of the Company.

For extraordinary meetings of the board of directors, notice shall be given to the directors and the general manager at least 2 days prior to the meeting by personal delivery, email, fax, mail or other means; where necessary, notice shall also be given to other senior management of the Company. However, with the unanimous consent of all directors, notice of an extraordinary meeting of the board of directors may be given at any time via the telephone, fax or other communication means on file with the Company.

The agenda and materials for regular board meetings shall be delivered to all directors at least 3 days prior to the meeting, and the agenda and materials for extraordinary meetings shall be delivered to all directors as soon as practicable, so as to ensure that directors have sufficient time to review them. The board of directors shall not substitute the convening of regular meetings with the circulation of written resolutions. If an extraordinary meeting must be held remotely, the rights of all directors to fully express their opinions shall be safeguarded.

Article 29 Notices of board meetings shall include the following:

(i) Date and place of the meeting;

(ii) Duration of the meeting;

(iii) Matters and topics to be discussed;

(iv) Meeting materials necessary for directors to cast their votes; such materials shall be as detailed and accurate as possible and shall ensure that each director fully understands the specific content of the proposals to be considered at the meeting;

(v) Date of issuance of the notice~~.~~;

(vi) Channels and contact information for directors to exercise their rights to express independent professional opinions.

Article 30 After a written notice of a regular meeting of the board of directors has been issued, if it is necessary to change the time, venue or other details of the meeting, or to add, amend or cancel agenda items, a written notice of such changes shall be issued at least 3 days prior to the originally scheduled meeting date, explaining the circumstances and providing the relevant details and materials regarding the new agenda items. If less than three days remain, the meeting shall be postponed accordingly, or held as scheduled upon obtaining the approval of all attending directors.

After a notice of an extraordinary meeting of the board of directors has been issued, if it is necessary to change the time, venue or other details of the meeting, or to add, amend or cancel agenda items, prior approval must be obtained from all attending directors, and corresponding records shall be made.

Article 31 A meeting of the board of directors may be held only if a majority of the directors are present.

In principle, directors shall attend board meetings in person. If a director is unable to attend a board meeting for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and authorize another director in writing to attend on his/her behalf.

The letter of authorization shall specify: 1) the names of the principal and the proxy; 2) the principal's brief opinion on each agenda item; 3) the scope of the principal's authorization and instructions regarding voting on the agenda items; 4) the principal's signature, date, etc.

Where a director authorizes another director to sign a written confirmation of opinion on a periodic report on his/her behalf, such authorization shall be specifically stated in the letter of authorization.

The authorized director shall submit the written letter of authorization to the board secretary and indicate the circumstances of the attendance by proxy in the meeting sign-in sheet. <u>For board meetings involving matters of material conflict of interest, independent directors who do not have such a conflict of interest may not authorize others to attend on their behalf. Any authorization in violation of this Article shall be invalid.</u>

Article 32 The delegation and acceptance of proxies for attendance at board meetings shall be governed by the following principles:

(i) A director shall not delegate attendance at a board meeting to any person other than a director;

(ii) When deliberating on connected transactions, a non-interested director shall not delegate attendance to an interested director, nor shall an interested director accept such a delegation from a non-interested director;

(iii) An independent director shall not delegate attendance to a non-independent director, nor shall a non-independent director accept such a delegation from an independent director;

(iv) A director shall not grant a general proxy to another director to attend on his/her behalf without stating his/her personal views and voting intentions regarding the agenda items, nor shall a director accept a general proxy or a proxy with unclear terms of authority;

(v) A director shall not accept proxies from more than 2 directors, nor shall a director grant a proxy to a director who has already accepted proxies from 2 other directors to attend on his/her behalf.

Article 33 The board secretary of the Company shall be present at every board meeting and be responsible for taking the minutes. The board secretary may authorize other staff members to prepare the minutes on his/her behalf, provided that the board secretary shall remain responsible for the authenticity and accuracy of the minutes. <u>The board secretary shall maintain all minutes of board meetings and related records and shall, upon reasonable written notice from a director, promptly provide the director with access to the minutes, which shall be provided at the Company's office premises.</u>

The general manager of the Company shall have the right to sit in on board meetings.

When matters under consideration at a meeting fall within their scope of authority, the Company's deputy general manager, chief financial officer and other senior management may sit in on board meetings upon invitation by the chairperson of the meeting.

The board of directors may invite intermediaries or experts in fields such as industry, operations, law and finance to sit in on board meetings and provide professional advice.

In principle, journalists or other unrelated parties shall not be invited to sit in on board meetings. If it is necessary to invite such individuals under special circumstances, the chairperson of the meeting shall seek the opinions of other directors and may only extend such invitations upon obtaining the consent of a majority of all directors.

If a non-voting participant wishes to speak during the meeting, he/she must obtain the consent of the chairperson and comply with the chairperson's instructions.

If the chairperson determines that matters under consideration involve the Company's confidential information, he/she may request the non-voting participants to recuse from the meeting.

Non-voting participants shall leave the meeting during voting.

Article 34 Board meetings shall, in principle, be held on-site. When necessary, provided that directors are able to fully express their opinions, such meetings may also be conducted via video conferencing, telephone, fax or email voting, subject to the consent of the convener (chairperson) and the proposer. Board meetings may also be conducted in a hybrid format combining on-site and other means.

Where a meeting is not held on-site, the number of directors present shall be calculated based on the directors appearing via video conferencing, directors expressing opinions during a conference call, valid votes actually received via fax or email within the prescribed period, or written letters of confirmation submitted by directors after the meeting confirming their participation.

Article 35 The chairperson of the meeting shall invite directors attending the board meeting to express clear opinions on each agenda item.

For agenda items that require prior approval by independent directors in accordance with regulations, the chairperson of the meeting shall, prior to discussing such items, designate an independent director to read aloud the written approval opinion reached by the independent directors.

If a director disrupts the normal proceedings of a meeting or interferes with another director's remarks, the chairperson of the meeting shall promptly intervene.

Unless unanimously agreed upon by all directors present, the board of directors may not vote on any motion not included in the meeting notice. A director who attends a board meeting on behalf of another director may not vote on behalf of such director on any motion not included in the meeting notice.

Article 36 Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently based on a thorough understanding of the circumstances. <u>When deliberating on matters submitted to the board of directors for decision, directors shall gather sufficient information and prudently assess whether the matters under discussion involve their own interests, fall within the authority of the board of directors, are supported by adequate materials, and whether the voting procedures are lawful.</u>

Directors may, prior to the meeting, seek information necessary for decision-making from relevant personnel and entities such as the board office, the convener, a manager and other senior management, various special committees, accounting firms and law firms; and may also, during the meeting, propose to the chairperson that the aforementioned personnel and representatives of entities attend the meeting to explain relevant circumstances.

Article 37 After each agenda item has been fully discussed, the chairperson shall, at an appropriate time, put it to a vote by the attending directors.

Voting at the meeting shall be conducted on a one-person-one-vote basis, by means of an open ballot and in writing. For board meetings not held on-site, the attending directors may submit their voting opinions to the board secretary within the voting deadline via video, delivery by a designated person, fax, letter or other written means.

A director's voting opinion shall be classified as "in favor", "against", or "abstain". An attending director shall select one of the aforementioned options. If a director fails to make a selection or selects two or more options simultaneously, the chairperson shall require the director to make a new selection; if the director refuses to do so, it shall be deemed an abstention. If a director leaves the meeting and does not return without making a selection, it shall be deemed an abstention.

Article 38 After the attending directors have completed voting, the board secretary shall promptly collect the ballots and tally the votes.

For meetings held on-site, the chairperson shall announce the voting results on the spot; in other cases, the chairperson shall instruct the board secretary to notify the directors of the voting results no later than the business day following the expiration of the prescribed voting period.

Votes cast by directors after the chairperson has announced the voting results or after the prescribed voting period has ended shall not be counted.

Article 39 Unless otherwise expressly provided in these Rules, for the board of directors to deliberate and pass a meeting motion and form a relevant resolution, more than half of the total number of directors of the Company must vote in favor of the motion.

Where laws, regulations, normative documents and the Articles of Association stipulate that the board of directors must obtain the consent of a greater number of directors to form a resolution, such provisions shall prevail.

When the board of directors forms a resolution on guarantee matters within its scope of authority in accordance with the provisions of the Articles of Association, in addition to being approved by a majority of all directors of the Company, it must also be approved by more than two-thirds of the directors present at the meeting and form a resolution.

If there is a conflict in the content or meaning of different resolutions, the resolution adopted later shall prevail.

Article 40 <u>If a director has a material conflict of interest regarding a matter under consideration at a meeting, such matter must be handled at a board meeting (rather than by written resolution), and directors without such a conflict of interest shall fully express their opinions.</u> In the event that interested directors recuse themselves from voting, the relevant board meeting may be held with the attendance of a majority of non-interested directors, and resolutions must be passed by a majority of the non-interested directors; among which, matters concerning external guarantees must be passed by more than two-thirds of the non-interested directors. If fewer than three non-interested directors are present at the meeting, no vote may be taken on the relevant motion, and the matter shall be submitted to the shareholders' meeting for deliberation. If laws, regulations and securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on directors' participation in board meetings and voting, such provisions shall prevail.

Article 41 The board of directors shall act strictly in accordance with the authorizations granted by the shareholders' meeting and the Articles of Association, and shall not exceed its authority in forming resolutions.

Article 42 Where a resolution on the distribution of the Company's profits is to be made at a board meeting, the board of directors may first notify the certified public accountant of the proposed distribution plan to be submitted for deliberation by the board of directors, and request the certified public accountant to issue a draft audit report based thereon (provided that all other financial data not related to the distribution have been finalized). After the board of directors has adopted a resolution on distribution, it shall request the certified public accountant to issue a formal audit report, and the board of directors shall then adopt resolutions on other relevant matters in the periodic report based on the formal audit report issued by the certified public accountant.

Article 43 If a motion is not passed, the board of directors shall not deliberate on a motion with the same content within one month, provided that there has been no material change in the relevant conditions and factors. <u>With regard to connected transaction matters that require deliberation by the independent board committee, the board of directors shall not submit such a motion to a vote if the deliberation procedures of the independent board committee have not been completed.</u>

Article 44 If more than half of the attending directors or more than two independent directors deem a motion to be unclear or unspecific, or if they are unable to make a judgment on the relevant matter due to insufficient meeting materials or other reasons, the chairperson of the meeting shall request that the meeting postpone the vote on that item.

The directors proposing the postponement of the vote shall set forth clear requirements regarding the conditions that must be met for the motion to be resubmitted for deliberation.

Article 45 Board meetings held on-site or via video conferencing, teleconference or other means may be audio-recorded in their entirety as necessary.

Article 46 The board secretary shall personally take minutes of board meetings or arrange for staff to do so. The minutes shall include the following:

(i) Date and place of the meeting and name of the convener;

(ii) Names of directors present and names of directors (proxies) attending on behalf of others;

(iii) Agenda of the meeting;

(iv) Key points of directors' speeches;

(v) Voting method and result of each resolution (specifying the number of votes in favor, against or abstained);

(vi) Any other matters that the attending directors deem necessary to record~~.~~;

(vii) Disclosures regarding material conflicts of interest and instances where interested directors recused themselves.

A director attending a meeting shall have the right to request that a descriptive record of his/her speeches at the meeting be included in the minutes. A director who abstains from voting or votes against a resolution may request that his/her abstention or vote against, along with the reasons therefor, be recorded in the minutes of the board meeting.

Article 47 Directors attending the meeting shall sign the minutes to confirm them on behalf of themselves and the directors who have authorized them to attend the meeting in their stead. If a director has a dissenting opinion to the minutes, he/she may provide a written explanation at the time of signing.

Where a board meeting is held remotely, the board secretary shall, at the next on-site board meeting or at another convenient and appropriate time, request the directors who attended the previous meeting to sign the resolutions and minutes of the previous board meeting.

If a director neither signs the minutes in accordance with the preceding paragraph nor provides a written explanation of dissenting opinion, the director shall be deemed to have fully agreed to the content of the minutes.

Article 48 Matters concerning the announcement of board resolutions shall be handled by the board secretary in accordance with the relevant provisions of the stock exchange's listing rules. Prior to the disclosure of the resolution announcement, the attending directors, non-voting participants, record-keepers and supporting staff shall be bound by a duty of confidentiality regarding the content of the resolution.

Article 49 The chairman of the board of directors shall oversee the implementation of board resolutions by relevant personnel, monitor the progress of implementation, and report on the execution of adopted resolutions at subsequent board meetings.

The board secretary shall promptly report the status of resolution implementation to the chairman of the board of directors and faithfully convey the chairman's opinions to the relevant directors and the Company's management.

The board secretary may assist the board of directors in supervising and inspecting the implementation of board resolutions by collecting and reviewing relevant documents and materials, and communicating with relevant personnel.

The board of directors may require members of management to report to the board of directors, either verbally or in writing, on the implementation of board resolutions and the Company's major production and operational matters.

Article 50 Board meeting records, including meeting notices and materials, sign-in sheets, letters of authorization for directors' proxies, audio recordings, voting ballots, minutes signed and confirmed by attending directors and meeting summaries, shall be maintained by the board secretary.

Board meeting records shall be maintained for a period of ten years.

Chapter 5 Supplementary Provisions

Article 51 If any provisions of these Rules are in conflict with the provisions of laws, regulations, normative documents, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in effect at the time, the provisions of such laws, regulations, normative documents, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in effect at the time shall prevail.

Article 52 The terms "more than" and "within" as used in these Rules shall include the number itself; "exceeding", "less than" and "fewer than" shall not include the number itself.

Article 53 These Rules shall be interpreted by the board of directors.

Article 54 These Rules have been formulated by the board of directors and shall take effect ~~from the date on which the H shares issued by the Company are listed for trading on The Stock Exchange of Hong Kong Limited,~~ upon consideration and approval by the shareholders' meeting.

The board of directors of
NSING TECHNOLOGIES INC.
30 March 2026

NSING TECHNOLOGIES INC.

Management Measures for Remuneration of Directors and Senior Management

March 2026

Chapter 1 General Provisions

Article 1 To further improve the remuneration management system for directors and senior management of NSING TECHNOLOGIES INC. (hereinafter referred to as the "Company"), establish a scientific and effective incentive and restraint mechanism, fully motivate the directors and senior management to work proactively, enhance the Company's operational and management efficiency, and promote the sustainable and sound development of the Company, this System is hereby formulated in accordance with relevant provisions of the Company Law of the People's Republic of China, the Securities 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, and other laws and regulations, departmental rules and normative documents, as well as the Articles of Association of NSING TECHNOLOGIES INC. (hereinafter referred to as the "Articles of Association"), and in light of the actual situations of the Company.

Article 2 This System applies to the following directors and senior management of the Company:

(1) Directors, including non-independent directors (including employee representative directors) and independent directors;

(2) Senior management, including the Company's general manager, deputy general manager, chief financial officer, board secretary, and other senior management as specified in the Articles of Association.

Article 3 The remuneration system for directors and senior management of the Company shall adhere to the following principles:

(1) The principle of openness, fairness and transparency;

(2) The principle of aligning responsibility, authority and interests, whereby remuneration corresponds to value of the position, responsibilities undertaken and work contributions;

(3) The principle of balancing incentives and constraints, whereby remuneration is linked to the Company's performance and personal performance appraisal;

(4) Principle of long-term development, whereby the remuneration system is in line with the Company's strategic objectives and its needs for sustainable and sound development;

(5) Principle of market competitiveness, whereby remuneration is benchmarked against industry standards and market rates for similar positions to maintain competitiveness.

Chapter 2 Remuneration Management Authority

Article 4 The Remuneration and Appraisal Committee of the Board of Directors of the Company (hereinafter referred to as the " Remuneration and Appraisal Committee") is the specialized organ for remuneration management of directors and senior management. Its primary duties include:

(1) Formulating the remuneration standards, remuneration structure, payment methods, assessment criteria and adjustment plans for directors and senior management of the Company;

(2) Reviewing the performance of duties by directors and senior management and conducting annual assessments;

(3) Supervising the implementation of this System;

(4) Establishing special incentive or penalty mechanisms when necessary as a supplement to remuneration;

(5) Assessing the necessity of remuneration clawback and initiating relevant procedures;

(6) Other duties prescribed by the Articles of Association and relevant rules.

Article 5 The duties and authority of the Remuneration and Appraisal Committee are prescribed by the Articles of Association and the Terms of Reference for Remuneration and Appraisal Committee of the Board of Directors.

Article 6 The human resources department, the planning and finance department and other relevant departments of the Company shall cooperate with the Remuneration and Appraisal Committee to handle the formulation and implementation of remuneration plans as well as the payment of remuneration.

Article 7 The remuneration plan for directors shall be formulated by the Remuneration and Appraisal Committee, submitted to the Board of Directors for consideration and approval, and then proposed to the shareholders' meeting for approval and disclosure. When the remuneration of an individual director is discussed, such director shall abstain from voting.

Article 8 The remuneration plan for senior management shall be formulated by the Remuneration and Appraisal Committee and submitted to the Board of Directors for consideration and approval, and shall be explained to the shareholders' meeting with full disclosure.

Chapter 3 Remuneration Standards and Structure

Article 9 Remuneration and allowances for directors shall be implemented in accordance with the following standards:

(1) Independent directors: A fixed allowance system shall apply. The allowance standard, once considered and determined by the shareholders' meeting, shall be paid on a monthly basis. Reasonable expenses incurred by independent directors in performing their duties, including telecommunication fees, traveling expenses and accommodation expenses, shall be borne by the Company. Independent directors shall not receive any other remuneration, social insurance or welfare benefits.

(2) Non-independent directors: Non-independent directors who also serve as senior management or hold other positions, shall receive remuneration according to the remuneration and assessment system applicable to such positions and shall no longer receive directors' allowance separately. Non-independent directors who do not hold any other position shall receive remuneration determined based on their role responsibilities and contributions to the Company, subject to approval through the relevant procedures.

(3) Employee representative directors (if any): As employees of the Company, they shall receive remuneration in accordance with the remuneration standards applicable to their respective positions and shall not receive any remuneration or allowance for a director separately.

Article 10 An annual salary system is adopted for remuneration of senior management, which is composed of base remuneration, performance-based remuneration and medium and long-term incentives:

(1) Base remuneration: Determined based on remuneration levels in the industry, role responsibilities, work capability and performance of duties, and paid on a monthly basis;

(2) Performance-based remuneration: Assessed based on the Company's annual business objectives and the achievement of individual annual performance appraisal metrics. The proportion of performance-based remuneration shall, in principle, be no less than 50% of the total amount of basic remuneration and performance-based remuneration. Such remuneration shall be paid on an annual basis;

(3) Medium and long-term incentives: Linked to long-term assessment results, including but not limited to equity, options, employee stock ownership plans and medium and long-term special bonuses. Such incentives shall be implemented in accordance with the relevant incentive schemes.

Chapter 4 Payment and Clawback of Remuneration

Article 11 Relevant rules related to the payment of remuneration:

(1) Remuneration for internal directors and senior management shall be paid in accordance with the Company's salary policies;

(2) Allowances for independent directors shall accrue from the date on which the resolution approving their appointment is passed at the shareholders' meeting and shall be paid on a monthly basis;

(3) All remunerations are pre-tax amounts. The Company withhold and pay individual income tax, social insurance contributions and other personal expenses in accordance with the requirement of national regulations and the Company's relevant rules;

(4) If a director or senior management leaves his/her office due to Board renewal, re-election or resignation during his/her term of office, his/her remuneration or allowance shall be calculated and paid according to his/her actual term of office and actual performance.

Article 12 The Company shall not pay performance-based remuneration or allowances under any of the following circumstances:

(1) Being publicly reprimanded by a stock exchange or declared an unsuitable candidate;

(2) Being subject to administrative penalties by the CSRC for major violations of laws and regulations;

(3) Materially jeopardizing the Company's interests or materially violating the Company's rules and policies;

(4) Leaving office without authorization, resigning or being dismissed for personal reasons;

(5) Other circumstances under which the Board of Directors determines that such remuneration or allowances should not be paid.

Article 13 Mechanism for the recovery and deduction of remuneration:

(1) When the Company makes retrospective restatements for its financial statements due to misstatements such as financial fraud, it shall promptly reassess the performance-based remuneration and medium and long-term incentives of the relevant directors and senior management and recover any excess payments.

(2) If a director or senior management of the Company breaches his/her duties and causes losses to the Company, or is at fault for illegal or non-compliant acts such as financial fraud, misappropriation of funds, or illegal guarantees, the Company may, depending on the severity of the circumstances, reduce or suspend the payment of any unpaid performance-based remuneration and medium and long-term incentives, or recover in full or in part any of the amounts already paid.

Chapter 5 Remuneration Adjustment

Article 14 The remuneration system shall serve the Company's business strategies and be adjusted in response to the Company's development based on the following factors:

(1) Business performance and profitability of the Company;

(2) Remuneration level in the industry and its growth rate;

(3) Macroeconomic conditions, inflation levels and changes in the market environment;

(4) Adjustments to the organizational structure and development strategy of the Company;

(v) Changes in an individual's position, adjustments to duty and results of performance appraisals.

Article 15 Remuneration adjustment plans shall be formulated by the Remuneration and Appraisal Committee and shall be implemented after they become effective in accordance with the approval procedures set forth in this System.

Article 16 The Remuneration and Appraisal Committee may, based on actual needs, establish temporary special incentives or penalties for specific matters as a supplementary adjustment to remuneration.

Chapter 6 Supplementary Provisions

Article 17 Any matters not covered by this System shall be implemented in accordance with relevant national laws and regulations, departmental rules, normative documents and the Articles of Association. In the event of any conflict between this System and the foregoing provisions, the foregoing shall prevail.

Article 18 This System shall be interpreted and revised by the Board of Directors of the Company.

Article 19 This System shall be effective and enforceable from the date of consideration and approval at the shareholders' meeting of the Company, and the same shall apply in case of amendments.

NSING TECHNOLOGIES INC.
March 30, 2026

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NSING TECHNOLOGIES INC.
國民技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2701)

NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual shareholders' meeting (the "**AGM**") of Nsing Technologies Inc. (the "**Company**") will be held at 3/F, Nsing Tower No. 109 Baoshen Road, Songpingshan Community, Xili Street Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on Friday, 15 May 2026 at 3:00 p.m., for the purpose of considering and, if thought fit, approving the following resolutions (in which special resolutions are marked with #). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 23 April 2026.

Resolutions

1. To consider and approve the 2025 work report of the Board;

2. To consider and approve the 2025 annual report and summary and the 2025 annual results announcement;

3. To consider and approve the 2025 profit distribution proposal;

4. #To consider and approve the proposal on the estimated guarantee limit for subsidiaries for 2026;

5. #To consider and approve the proposal for the Shareholders' meeting to grant the Board a general mandate to issue H Shares of the Company:

   (a) granting to the Board of the Company of an unconditional general mandate during the Issuance Mandate Period (as defined below) to, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional shares of the Company; and making or granting of proposals, agreements, share options and/or conversion rights that may require the separate or concurrent issue of shares, other convertible rights to subscribe for or purchase shares (collectively, the "**Instruments**"), including but not limited to, the creation and issue of warrants, convertible bonds, other instruments carrying rights to subscribe for or convert into Shares;

(b) the total number of shares approved to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Board (whether they are allotted pursuant to the share options or otherwise), and the total number of shares in relation to the offer proposals, agreements, share options and/or conversion rights made or granted (including warrants, convertible bonds, other instruments carrying rights of subscription for or conversion into shares, the number of which is based on the number of shares converted to or allotted under the instruments), shall not exceed 20% of the total number of issued Shares of the Company (excluding Treasury Shares) as at the date of passing this resolution at the shareholders' meeting of the Company;

(c) the Board of the Company be authorised to formulate and implement specific issuance plans when exercising the aforementioned general mandate, including but not limited to the pricing methods and/or the issue price (including the price range), number of shares to be issued, issue target, use of proceeds, timing of issuance, period of issuance, specific subscription methods, the pre-emptive subscription ratio of existing shareholders and other specific matters relating to the issuance;

(d) the Board of the Company be authorised to engage intermediary institutions for matters in relation to the issuance, and to approve and/or execute all the acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance; to consider and approve and to execute, for and on behalf of the Company, agreements relating to the issuance, including but not limited to placement and underwriting agreement and engagement agreement of intermediary institutions;

(e) the Board of the Company be authorised to consider and approve and to execute on behalf of the Company the statutory documents relating to the issuance for submission to the relevant regulatory authorities; to perform relevant approval procedures and complete all necessary recordation, registration and filing procedures pursuant to the requirements of the relevant government departments and/or regulatory authorities and in the places where the Company is listed;

(f) the Board of the Company be authorised to make proper amendment to, as may be required by the competent government departments and/or regulatory authorities, the relevant agreements and statutory documents referred to in the resolution number 5(d) and number 5(e) mentioned above;

(g) the Board of the Company be authorised to approve the increase of registered capital of the Company after issuance of new shares and make amendments to the Articles of Association relating to the registered capital, total share capital and shareholding structure, etc., and the executive directors of the Company, operations management and its authorised persons be authorised to handle the relevant procedures; and

(h) subject to obtaining the approval from the aforesaid resolution, approving the Board of the Company to delegate the above authorisation to the authorised persons of the Company (including the executive Directors, the operations management) jointly or separately create, execute, implement, modify, complete and submit all agreements, contracts and documents related to the issuance, allotment and dealing with shares under the general mandate, unless otherwise provided by laws and regulations.

For the purpose of this resolution, the "Issuance Mandate Period" refers to the period commencing from the date on which this resolution is considered and approved at the shareholders' meeting to the earlier of:

(1) the date of the next annual shareholders' meeting of the Company; or

(2) the date on which the mandate granted under this resolution is revoked or varied by way of resolution at any shareholders' meeting of the Company.

For the purpose of this resolution, any reference to an allotment, issue, grant, offer, placing, subscription or disposal of Shares shall include the sale or transfer of Treasury Shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.

6. #To consider and approve the proposal for the Shareholders' meeting to authorise the Board to deal with matters relating to small-scale rapid financing;

7. To consider and approve the resolution on (i) the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic audit firm for 2026 and the re-appointment of Deloitte Touche Tohmatsu as the Company's overseas audit firm for 2026; and (ii) the authorization to the management of the Company to determine the audit fees payable to Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu for 2026.

8. #To consider and approve the proposal on the revision of registered capital, amendments to the Articles of Association and registration of changes;

9. To consider and approve the proposal on the amendments to the Rules of Procedure for Shareholders’ Meeting;

10. To consider and approve the proposal on the amendments to the Rules of Procedure for Board of Directors; and

11. To consider and approve the proposal on the formulation of the Remuneration Measures for Directors and Senior Management.

Along with handling the above matters, Shareholders will hear the 2025 work report made by the independent Directors at the AGM.

By order of the Board
Nsing Technologies Inc.
Mr. Sun Yingtong
Chairman and executive Director

Shenzhen, the PRC, 23 April 2026

As of the date of this notice, the Board comprises: (i) Mr. Sun Yingtong, Mr. Kan Yulun and Ms.Ye Yantao as executive Directors; (ii) Mr. Zhou Bin as non-executive Director and (iii) Mr. Chen Weiwu, Ms. Hao Dan and Ms. Ji Xingdan as independent non-executive Directors.

Notes:

1. Resolutions to be submitted at the AGM shall be voted on by poll.

2. In order to determine the Shareholders’ entitlement to attend the AGM, the register of members of the Company will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026, both days inclusive, during which period no transfer of the H Shares will be registered. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be Friday, 15 May 2026. In order to be entitled to attend and vote at the AGM, holders of H Shares whose transfers of Shares have not been registered shall lodge the transfer instruments together with the relevant share certificates with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 11 May 2026.

3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.

4. The form of proxy must be signed by the Shareholder or by an authorised person appointed by the Shareholder in writing. If the Shareholder is a legal person, it must be stamped with the seal of the legal person or signed by a director or duly authorised attorney. If the form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

5. In order to be valid, in the case of holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document, must be deposited with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she/it so wish.

6. Shareholders or their proxies attending the AGM shall produce their identity documents.

7. The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the AGM are responsible for their own transportation and accommodation expenses.

8. All times refer to Hong Kong local time, except as otherwise stated.