

Shenzhen Longsys Electronics Co., Ltd.
Terms of Reference of the Nomination Committee of the Board of Directors
(Draft)
(Applicable after the Issuance and Listing of H Shares)

Chapter 1 General Provisions

Article 1 In order to standardize the selection of the Company's leaders, optimize the composition of the Board of Directors and improve the corporate governance structure, the Company has established the Nomination Committee of the Board of Directors and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), the Articles of Association of Shenzhen Longsys Electronics Co., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant provisions.

Article 2 The Nomination Committee of the Board of Directors is a specialized working body established by the Board of Directors, primarily responsible for reviewing and making recommendations on the candidates for directors and senior management of the Company, as well as the selection criteria and procedures.

Article 3 For the purpose of these Terms of Reference, "senior management" refers to the general manager, deputy general managers, secretary to the Board of Directors and financial officer appointed by the Board of Directors.

Chapter 2 Composition

Article 4 The Nomination Committee shall consist of not less than three directors, a majority of whom shall be independent directors, and shall include at least one director of a different gender.

Article 5 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, more than one-half of the independent directors or more than one-third of the directors, and shall be elected by the Board of Directors.

Article 6 The Nomination Committee shall have one chairman (convener), who shall be an independent director and responsible for convening and presiding over the work of the committee. The chairman (convener) shall be directly elected by the Board of Directors.

Article 7 The term of office of members of the Nomination Committee shall be the same as that of the Board of Directors. Upon the expiration of their term of office, the members shall be eligible for re-election. If a member no longer serves as a director of the Company due to resignation or for any other reason, his/her qualification as a member shall automatically lapse from the effective date of his/her resignation as a director. The Board of Directors shall fill the vacancy with a new member in accordance with the Articles of Association and these Terms of Reference.

Any member who fails to attend committee meetings in person for two consecutive times and fails to designate another member to attend on his/her behalf shall be deemed to have failed to perform his/her duties, and the Board of Directors shall remove and replace such member.

If a member who is required to serve as an independent director no longer meets the independence requirements as stipulated by the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, or if the resignation of an independent director results in the proportion of independent directors (including the requirement that there shall be at least one director of a different gender) on the Nomination Committee failing to comply with the securities regulatory rules of the places where the Company's shares are listed or these Terms of Reference, the Board of Directors shall promptly fill the vacancy in accordance with these Terms of Reference.

Article 8 The Office of the Board of Directors shall be responsible for organizing meetings and implementing the relevant resolutions of the Nomination Committee. The secretary to the Board of Directors shall be responsible for the specific coordination between the Nomination Committee and the Board of Directors.

Chapter 3 Duties and Powers

Article 9 The main duties and powers of the Nomination Committee shall be as follows:

- (1) to formulate the selection criteria, procedures and methods for the directors and senior management of the Company, submit the same to the Board of Directors for consideration, and review the structure, size and composition (including skills, knowledge and experience) of the Board of Directors at least annually, and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy, and the Committee itself shall have a policy concerning diversity of Board members (board diversity can be achieved by considering a number of factors, including but not limited to gender, age, cultural and educational background or professional experience; the relevant policy on the diversity of the members of the Company will be disclosed in the corporate governance report);
- (2) to select qualified candidates for directors and senior management;
- (3) to review and make recommendations on the candidates for directors and senior management;
- (4) to review the independence of independent directors;
- (5) to make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman and the general manager);
- (6) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules and other requirements of the Hong Kong securities regulatory authorities) and the Articles of Association.

Article 10 The Nomination Committee of the Board of Directors of the Company 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 holding office, and making recommendations to the Board of Directors on the following matters:

- (1) nomination, appointment or removal of directors;
- (2) appointment or dismissal of senior management;
- (3) other matters prescribed by laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, the opinions of the Nomination Committee and the specific reasons for not adopting such recommendations shall be recorded in the resolution of the Board of Directors and disclosed.

Article 11 The Nomination Committee shall review the qualifications for holding office of the nominees and form clear review opinions.

Article 12 The Nomination Committee shall be accountable to the Board of Directors, and proposals of the committee shall be submitted to the Board of Directors for consideration and decision.

Article 13 The Board of Directors of the Company shall disclose the work of the Nomination Committee over the past year, including details on meetings held and resolutions adopted, in its annual work report, corporate governance report or other documents required by the securities regulatory rules of the places where the Company's shares are listed.

Chapter 4 Working Procedures

Article 14 The Nomination Committee shall, in accordance with the relevant laws and regulations and the Articles of Association, and taking into account the actual circumstances of the Company, study the eligibility criteria, selection procedures and terms of office of the directors and senior management of the Company, formulate resolutions for record-keeping, and submit the same to the Board of Directors for consideration and approval.

Article 15 The procedures for the selection and appointment of directors and senior management are as follows:

- (1) the Nomination Committee shall actively communicate with the relevant departments of the Company, consider the Company's requirements for new directors and senior management, and compile written materials thereof;
- (2) the Nomination Committee may extensively search for candidates for directors and senior management within the Company, its controlled (equity-invested) enterprises and the talent market, etc.;

- (3) collect information on the occupation, educational background, professional titles, detailed work experience and all concurrent positions of the preliminary candidates, and form written materials;
- (4) seek the consent of the nominees to the nomination;
- (5) convene a meeting of the Nomination Committee to conduct qualification review of the preliminary candidates in accordance with the eligibility criteria for directors and senior management;
- (6) before the election of new directors and the appointment of new senior management, submit recommendations and relevant materials regarding the candidates for directors and the candidates for newly appointed senior management to the Board of Directors;
- (7) carry out other follow-up actions in accordance with the decisions and feedback of the Board of Directors.

Chapter 5 Rules of Procedure

Article 16 Meetings of the Nomination Committee shall be convened from time to time. Notice shall be given to all members three days prior to the meeting. Where an extraordinary meeting needs to be convened due to urgent circumstances, notice may be given by means of communication, email or facsimile, provided that at least two-thirds of the members of the Nomination Committee attend the meeting, and the notice period for the meeting shall not be subject to the aforementioned restriction. The meeting shall be presided over by the chairman (convener); if the chairman (convener) is unable to attend, he/she may entrust another member (an independent director) to preside over the meeting.

Article 17 Meetings of the Nomination Committee shall only be held when at least two-thirds of the members are present; each member shall have one vote; resolutions of the meeting must be passed by a majority of all members.

Article 18 Voting at meetings of the Nomination Committee shall be by a show of hands; extraordinary meetings may be held by means of communication voting.

Article 19 The Nomination Committee may, when necessary, invite directors and senior management of the Company to attend the meetings as non-voting attendees.

Article 20 Where necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making, and the expenses shall be borne by the Company.

Article 21 The procedures for convening meetings of the Nomination Committee, the voting methods and the resolutions passed at the meetings must comply with the relevant laws, regulations, the securities regulatory rules of the places where the Company's shares are listed, the Articles of Association and these Terms of Reference.

Article 22 Minutes shall be kept for meetings of the Nomination Committee, and the members attending the meeting shall sign the minutes; the minutes shall be kept by the secretary to the Board of Directors of the Company for a period of not less than 10 years.

Article 23 The resolutions passed at meetings of the Nomination Committee and the voting results shall be reported to the Board of Directors of the Company in writing.

Article 24 Members attending a meeting shall have an obligation of confidentiality in respect of the matters considered at the meeting, and shall not disclose any relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 25 For those matters which have not been covered in these Terms of Reference, such matters shall be implemented in accordance with the relevant national laws, regulations, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association. In the event of any conflict between these Terms of Reference and any laws or regulations subsequently promulgated by the State, the securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association as amended through lawful procedures, the relevant national laws, regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association shall prevail, and these Terms of Reference shall be immediately amended and submitted to the Board of Directors for consideration and approval.

Article 26 For the purpose of these Terms of Reference, the term "independent director" has the same meaning as "Independent Non-Executive Director" under the Hong Kong Listing Rules. Independent directors shall also meet other independence requirements under the Hong Kong Listing Rules and the securities regulatory rules of the places where the Company's shares are listed.

Article 27 These Terms of Reference shall be formulated, amended and interpreted by the Board of Directors of the Company.

Article 28 Upon being considered and approved by the Board of Directors of the Company, these Terms of Reference shall come into effect and be implemented from the date on which the Company's overseas listed foreign shares (H Shares) are issued and listed on the Main Board of The Stock Exchange of Hong Kong Limited. Upon the implementation of these Terms of Reference, the Company's original Terms of Reference of the Nomination Committee of the Board of Directors (2025 Revision) shall automatically cease to be effective.

Shenzhen Longsys Electronics Co., Ltd.

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