Ligent Technologies, Inc.
納真科技公司

(Incorporated in the British Virgin Islands and
registered by way of continuation in the Cayman Islands with limited liability)
(Stock code: 9856)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Adopted on August 11, 2025 by the Board)

1. Constitution

The Nomination Committee (the "**Committee**") was established with its terms of reference approved and adopted pursuant to a resolution passed by the board of directors (the "**Board**") of Ligent Technologies, Inc. (the "**Company**") on August 11, 2025. The powers, responsibilities and specific duties of the Committee are summarized below.

2. Responsibility

The responsibility of the Committee is to review the constituency of the Board, make recommendations on the procedures and criteria for the appointment of directors and implement those that are adopted by the Board.

3. Membership

3.1 The Committee shall consist of at least three (3) directors appointed by the Board from time to time, the majority of whom shall be independent non-executive directors, and shall include at least one member of a different gender.

3.2 The Board shall designate the chairperson of the Board or an independent non-executive director as the Committee's chairperson (the "**Chairperson**").

3.3 Appointments to the Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

3.4 Members of the Committee may resign during their term of office. A member's resignation should be submitted to the Board in writing, with necessary explanations regarding the reasons for resignation and matters that require the Board's attention.

3.5 When the number of members of the Committee falls below the minimum number specified herein, the number of members of the Committee shall be replenished in accordance with the provisions herein.

4. Secretary

The company secretary of the Company or his/her nominee shall be the secretary of the Committee.

5. Frequency and proceedings of meetings

5.1 The Committee shall meet at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or other regulatory requirements applicable to the Company from time to time. Additional meetings shall be held as the work of the Committee demands.

5.2 The Chairperson may convene additional meetings at his/her discretion.

5.3 Meetings of the Committee may be convened by any member of the Committee via the company secretary of the Company.

5.4 The quorum of a meeting shall be three (3) members of the Committee.

5.5 Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company (as amended from time to time, the "**Articles**").

5.6 The notice, agenda and related documents of a regular meeting shall be delivered to all members of the Committee in a timely manner and at least three (3) days before the date of the meeting (or such other time as the members may agree), and the above arrangement shall be adopted for all other meetings to the extent practicable. Notice of Committee meetings shall be deemed to be duly given to a member if it is given to him/her personally, by word of mouth, in writing sent to his/her last known address or any other address given by him/her to the Company, or by electronic means by transmitting it to any email address supplied by such member to the Company for this purpose.

5.7 The meeting notice shall specify the date, time and venue of the meeting, and attach the agenda documents to be reviewed by the Committee.

5.8 A member shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning (i) his/her own appointment (including determining or varying its terms); and (ii) the termination of his/her own appointment.

5.9 Meetings of the Committee convened in accordance with the standard procedures set out in these terms of reference and having a quorum present at the meeting is sufficient to exercise all or any of the mandate, powers and discretion granted to or exercisable by the Committee. Members of the Committee must attend the meetings in person or by electronic means of communication, including but not limited to, by telephone or video conference. Members may participate in a meeting using communication devices through which all persons attending the meeting are able to hear from and communicate to each other.

5.10 Only members of the Committee are entitled to vote at the meetings.

5.11 Resolutions of the Committee shall be passed by a majority of votes of the members present.

5.12 A resolution in writing signed by all members of the Committee shall be as valid and effective as if the same had been passed at a meeting of the Committee duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.

6. Annual general meetings

6.1 The Chairperson shall attend the Company's annual general meetings and be available to answer questions at such annual general meetings.

6.2 If the Chairperson is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be available to answer questions at such annual general meetings.

7. Authority

7.1 The Committee is authorized by the Board to act within its terms of reference. Each member of the Committee should have separate and independent access to the Company's senior management. It is authorized to seek any information it requires from any employee of the Company and all employees shall be directed to co-operate with any request made by the Committee. Management has an obligation to supply the Committee with adequate information, in a timely manner, to enable the Committee to make informed decisions. The information supplied must be complete and reliable.

7.2 The Company shall provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice to perform its responsibilities and assist with the affairs of the Committee, at the Company's expense but subject to prior discussion with the Board on the relevant costs, and to secure the attendance of external parties with relevant experience and expertise.

8. Duties

The duties of the Committee include the following:

8.1 propose a set of personal attributes to the Board, the adoption of which shall form the basis of evaluation of candidates for directorship and senior management;

8.2 propose a set of procedures for processing nominations of candidates for the Board's approval;

8.3 make recommendations to the Board on matters relating to laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time, the "**Listing Rules**") and the Articles;

8.4 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in preparing a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

8.5 identify individuals suitably qualified to become Board members, considering factors including but not limited to whether the individual may bring different views and perspectives, skills and experience to the Board, and whether board diversity can be promoted with the individuals' participation, and select and make recommendations to the Board on the selection of individuals nominated for or the removal from directorships;

8.6 assess the independence of independent non-executive directors, review the independent non-executive directors' annual confirmations on their independence and make disclosure of its review results in the Corporate Governance Reports;

8.7 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairperson of the Board and the chief executive officer;

8.8 assist in regular assessment of the Board's performance;

8.9 develop and maintain a board diversity policy, monitor the implementation of the board diversity policy, and regularly review and disclose such policy or its highlights in the Company's Corporate Governance Reports, review and discuss any necessary amendments, and make recommendations with respect to them to the Board for approval;

8.10 assess the adequacy of time that a candidate nominated as a director of the Company can devote for its directorship, considering factors including the number of other listed companies in which such candidate has a directorship;

8.11 decide and make recommendations to the Board as to whether a director is able to and has adequately carried out his duties as a director of the Company; in particular, where the subject director has multiple board representations. The Committee shall regularly review and report to the Board the contributions required from and the suitability of directors and senior management to perform their responsibilities to the Company, and whether they are spending sufficient time performing them, to ensure that they meet the terms of employment and performance indicators, and make recommendations to the Board as to the appointment, re-appointment, replacement or removal of any director or senior management; where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

(a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why the Board considers the individual to be independent;

(b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

(c) the perspectives, skills and experience that the individual can bring to the Board; and

(d) how the individual contributes to diversity of the Board.

9. Reporting procedures

9.1 The Committee shall report to the Board on their decisions or recommendations on a regular basis, and the Chairperson shall report the findings and recommendations to the Board at the next meeting of the Board following each meeting of the Committee, unless there are any legal or regulatory restrictions limiting its ability to do so.

9.2 Where the Board does not adopt any recommendations of the Committee (whether in part or in full), the Board should record the recommendations of the Committee in its resolutions and disclose the reasons as appropriate.

10. Minutes

10.1 Committee meeting documents include meeting notices, meeting agendas, meeting minutes and/or meeting resolutions. Meeting documents should be numbered by year and sequence.

10.2 Minutes of Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.

10.3 Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records respectively, within a reasonable time after the Committee meeting is held. If members have any comments or objections to the Minutes of Committee meetings, they should communicate their written comments to the meeting secretary within 7 days of receiving the Minutes of Committee meetings.

11. General

11.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and regulatory requirements, including those under the Listing Rules.

11.2 Matters not covered in these terms of reference shall be implemented in accordance with relevant laws and regulations, the Listing Rules, other provisions of the Hong Kong securities regulatory authority and the relevant provisions of the Articles. If the relevant provisions of these terms of reference conflict with the relevant laws and regulations promulgated or amended in the future, the Listing Rules, other provisions of the Hong Kong securities regulatory authority and the Articles, the relevant laws and regulations, the Listing Rules, other provisions of the Hong Kong securities regulatory authority and the Articles shall prevail.

11.3 These terms of reference shall take effect on the date of approval by the Board. Any amendments to these terms of reference shall only take effect upon approval by the Board.

11.4 The Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website.

- End -

(In case of any discrepancy between the English and Chinese versions of these Terms of Reference, the English version shall prevail.)