NASN Intelligent Tech (Zhejiang) Co., Ltd.

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER I General Provisions

Article 1 To regulate the selection and appointment of senior management of NASN Intelligent Tech (Zhejiang) Co., Ltd. (hereinafter referred to as the "**Company**"), optimize the composition of the Board of Directors, and improve the corporate governance structure, the Company has hereby established the Nomination Committee and formulated these Terms of Reference in accordance with The Company Law of the People's Republic of China, the Articles of Association of NASN Intelligent Tech (Zhejiang) Co., Ltd. (hereinafter referred to as the "Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant regulations.

Article 2 The Nomination Committee is a specialized committee of the Board of Directors, primarily responsible for reviewing and making recommendations on the selection criteria, standards, procedures and candidates for the Company's Directors and senior management.

CHAPTER II Establishment and Composition of the Nomination Committee

Article 3 The Nomination Committee shall be composed of three Directors, including two independent non-executive Directors. The Board of Directors shall appoint at least one member of a different gender to the Nomination Committee.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, at least one-half of the independent non-executive Directors, or one-third or more of all Directors, and shall be elected by the Board of Directors.

Article 5 The Nomination Committee shall have one chairman (convener), who shall be an independent non-executive Director member or the chairman of the Board, responsible for presiding over the work of the Committee. The chairman shall be appointed upon approval by the Board of Directors.

Article 6 The term of office of the Nomination Committee is the same as that of the Board of Directors. Upon expiry of their term, members are eligible for re-election. During the term, if a member ceases to be a director of the Company or if a member who is required to be an independent non-executive Director no longer meets the independence requirements under the securities regulatory rules of the place where the Company's shares are listed, such member shall automatically be disqualified. The vacancy shall be filled by the Board of Directors in accordance with the provisions of Articles 3 to 5 of these Terms of Reference.

A member of the Nomination Committee may resign by submitting a resignation to the Board of Directors before the expiry of his/her term. The resignation report shall provide necessary explanations on the reasons for resignation and any matters that require the attention of the Company's Board of Directors. When the number of Nomination Committee members falls below the minimum number stipulated in these Terms of Reference, the resigning member shall continue to perform his/her relevant duties until the succeeding member appointed by the Board of Directors takes office.

CHAPTER III Duties and Powers

Article 7 The main duties and powers of the Nomination Committee are:

(i) To formulate the selection criteria and procedures for Directors and senior management;

(ii) To select and review candidates for Directors and senior management and their qualifications, and to make recommendations to the Board of Directors on the following matters:

(1) nomination, appointment or removal of Directors (including the re-appointment of Directors and succession planning for Directors (especially the chairman of the Board and the General Manager));

(2) appointment or dismissal of senior management;

(iii) To review the structure, number of members, and composition (including in terms of skills, knowledge, and experience) of the Board of Directors at least annually based on the Company's business activities, asset scale, and shareholding structure, to assist the Board of Directors in preparing a board skills matrix, and to propose any changes to the Board of Directors to align with the Company's strategy;

(iv) To review the independence of independent non-executive Directors;

(v) To support the Company in the regular evaluation of Directors' performance;

(vi) To formulate and review the Board diversity policy, and to disclose the policy or a summary of the policy in the corporate governance report;

(vii) To handle other matters as authorized by the Board of Directors;

(viii) To perform other duties and handle other matters as stipulated by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Rules of Procedure.

CHAPTER IV Rules of Procedure

Article 8 The Nomination Committee shall hold at least one meeting each year. Meetings shall be convened and presided over by the chairman, and all members shall be notified three days before the meeting. The notice of meeting shall specify the time, place, and agenda. If the chairman is unable to attend, he/she may delegate another member (who shall be an independent non-executive Director) to preside. In case of an emergency requiring an extraordinary meeting, the notice for convening the meeting is not subject to the preceding clause, provided that at least two-thirds of the Nomination Committee members are present.

The notice period may be waived with the written consent of more than half of the Nomination Committee members. In case of an emergency, the convening of an extraordinary meeting is not subject to the aforementioned notice period restriction.

Article 9 In principle, meetings of the Nomination Committee shall be held in person. A meeting of the Nomination Committee may be held only if at least two-thirds of its members are present, one of whom must be an independent non-executive Director. However, provided that all members are given the opportunity to express their opinions fully, meetings may also be held by means of electronic communication or by circulating written resolutions. The means of electronic communication refers to attending a meeting by telephone, video conference and other means. The method of circulating written resolutions refers to making decisions on proposals by delivering them for review separately or by circulation.

Members shall attend meetings of the Nomination Committee in person. If a member is unable to attend, he/she may authorize another member in writing to attend and vote on his/her behalf. The appointed representative attending and voting at the meeting shall submit the instrument of proxy to the chairman of the meeting before the meeting. The instrument of proxy shall specify the name of the principal, the name of the appointed representative, the matters to be proxied, voting instructions (for or against) on matters presented at the meeting, the scope of authorization and the period of validity, and shall be signed or sealed by the principal. The appointed representative shall exercise his/her rights within the scope of authorization. A principal who authorizes another member to attend a meeting on his/her behalf shall bear all legal responsibilities for any decisions made by the appointed representative within the scope of authorization.

A member of the Nomination Committee who neither attends a meeting in person nor appoints another member to attend on his/her behalf shall be deemed absent from the relevant meeting. If a member of the Nomination Committee is absent from two consecutive meetings, he/she shall be deemed unable to properly perform his/her duties, and the Company's Board of Directors may remove him/her from the committee.

When a member of the Nomination Committee has a direct or indirect interest in any matter to be considered at a meeting, neither that member nor his/her associates shall be present at the meeting. If the number of members present at the meeting is less than the number required by these Terms of Reference after an interested committee member has recused himself/herself, a resolution on procedural matters, such as submitting the proposal to the Company's Board of Directors for deliberation, shall be made by all committee members (including the interested committee member), and the proposal shall be deliberated by the Company's Board of Directors.

Each committee member shall have one vote. Resolutions made at the meeting must be passed by a majority of all committee members.

Article 10 The voting method for Nomination Committee meetings shall be by a show of hands or by written ballot. Extraordinary meetings may be held and voted on by correspondence.

Article 11 When necessary, the Nomination Committee may invite the Company's Directors, senior management or their candidates, heads of relevant departments, and external advisors to attend its meetings.

Article 12 The convening procedures, voting methods, and resolutions passed at meetings of the Nomination Committee must comply with the provisions of relevant laws, regulations, the Articles of Association, and these Terms of Reference.

Article 13 Resolutions of the Nomination Committee shall be recorded in meeting minutes as required, and the meeting minutes shall be true, accurate and complete. Complete records of Nomination Committee meetings shall be kept. The minutes of Nomination Committee meetings must be sufficiently detailed to record the matters considered and decisions reached by the Nomination Committee, including any concerns raised or dissenting opinions expressed by members. The committee members present at the meeting and the person taking the minutes shall sign the meeting minutes. The resolutions and minutes of meetings shall be kept by the Company Secretary for a period of not less than 10 years.

Article 14 The proposals and voting results passed at meetings of the Nomination Committee shall be reported to the Company's Board of Directors in writing.

Article 15 All members attending the meeting have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose relevant information without the authorization of the Company's Board of Directors.

Article 16 The Nomination Committee has the right to seek sufficient resources and administrative support from the Company's senior management and has independent access to the Company's senior management.

Article 17 The senior management shall provide the Nomination Committee with all necessary and appropriate information in a timely manner to enable it to perform its duties. The Nomination Committee has the right to require any member of the Company's senior management to respond as comprehensively and promptly as possible to questions raised by any committee member.

Article 18 The Nomination Committee may, where appropriate, make reasonable requests to seek independent professional advice to inform its decisions, and the relevant expenses shall be borne by the Company.

Article 19 The Nomination Committee shall report regularly to the Board of Directors on the matters set out in these Terms of Reference, including the work of the Nomination Committee, unless prohibited from doing so by law, regulation, or the regulatory rules of the stock exchange where the Company's shares are listed.

CHAPTER V Supplementary Provisions

Article 20 These Terms of Reference shall become effective and be implemented from the date of their approval by the Board of Directors.

Article 21 For matters not covered by these Terms of Reference, the relevant national laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall apply. If any provision of these Terms of Reference conflicts with subsequently promulgated national laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association as amended through lawful procedures, the provisions of the relevant national laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail. These Terms of Reference shall be promptly amended and submitted to the Board of Directors for review and approval.

Article 22 The Company's Board of Directors shall have the right to interpret these Terms of Reference.