Shenzhen Senior Technology Material Co., Ltd.

Terms of Reference of the Nomination Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the appointment of directors and senior management of Shenzhen Senior Technology Material Co., Ltd. (the "**Company**"), optimise the composition of the Board of Directors and improve the corporate governance structure of the Company, the Company has established a Nomination Committee under the Board of Directors and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Shenzhen Senior Technology Material Co., Ltd. (the "**Articles of Association**") and other relevant provisions.

Article 2 The Nomination Committee of the Board of Directors is a special committee established by the Board of Directors in accordance with resolutions of the general meeting, and is mainly responsible for selecting and making recommendations on candidates for directors and senior management of the Company, as well as on the relevant selection criteria and procedures.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three directors, with independent directors constituting the majority (two members) and at least one member of which is a director of a different gender. The term "independent directors" in these Terms of Reference shall have the same meaning as "independent non-executive directors" under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, not less than one-half of the independent directors, or one-third 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 director member and shall be responsible for presiding over the work of the Committee. The chairman shall be elected from among the members and his/her appointment shall be subject to approval by the Board of Directors.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board of Directors. Members may serve consecutive terms if re-elected upon expiry of their terms. Where the number of members of the Nomination Committee falls below the required number due to resignation, removal or any other reason, the Board of Directors of the Company shall elect new members as soon as practicable in accordance with these Terms of Reference. Where the removal of an independent director results in the proportion of independent directors in the Nomination Committee failing to comply with the requirements of laws and regulations or the Articles of Association, the Company shall complete the by-election within sixty days from the date of occurrence of the aforesaid event.

CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES

Article 7 The Nomination Committee shall be responsible for studying and formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters:

(1) nomination or appointment and removal of directors;

(2) making recommendations to the Board of Directors at least annually on the size and composition of the Board of Directors, including the structure, size and composition of the Board of Directors (including the skills, knowledge and experience), assisting the Board of Directors in maintaining a Board skills matrix and making recommendations to the Board of Directors on any proposed changes to the Board of Directors to complement the Company's strategy;

(3) nomination or appointment and removal of directors, identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board of Directors on the selection of individuals nominated for directorships, and making recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors;

(4) assessing the independence of independent directors;

(5) formulating and maintaining policies concerning diversity of Board members, reviewing such policies regularly and disclosing such policies or a summary thereof in the corporate governance report;

(6) appointment or removal of senior management;

(7) supporting the Company's regular evaluation of the Board of Directors' performance;

(8) other matters prescribed by laws, administrative regulations, regulatory provisions of the place(s) where the Company's shares are listed, the Articles of Association and authorised by the Board of Directors.

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 non-adoption shall be recorded in the resolutions of the Board of Directors and disclosed. The Nomination Committee shall review the qualifications of nominees for independent directors and form clear review opinions.

Article 8 The Nomination Committee shall be accountable to the Board of Directors, and the proposals of the Committee shall be submitted to the Board of Directors for consideration and decision. Without sufficient reasons or reliable evidence, the controlling shareholder shall fully respect the recommendations of the Nomination Committee and shall not propose alternative candidates for directors or senior management.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 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 qualifications for election, selection procedures and terms of office for directors and senior management of the Company, and after forming resolutions, file the same and submit them to the Board of Directors for approval and implementation.

Article 10 The procedures for the selection and appointment of directors and senior management shall be as follows:

(1) the Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's requirements for new directors and senior management, and prepare written materials;

(2) the Nomination Committee may extensively search for candidates for directors and senior management within the Company, its controlling (participating) enterprises and the talent market;

(3) information on the preliminary candidates, including occupation, academic qualifications, professional titles, detailed working experience and all concurrent positions, shall be collected and compiled into written materials;

(4) the consent of the nominees to the nominations shall be obtained; otherwise, such persons shall not be nominated as directors or senior management;

(5) meetings of the Nomination Committee shall be convened to conduct qualification reviews of the preliminary candidates in accordance with the qualifications for directors and senior management;

(6) prior to the election of new directors and appointment of new senior management, recommendations and relevant materials relating to candidates for directors and proposed newly appointed senior management shall be submitted to the Board of Directors; and

(7) other follow-up work shall be carried out in accordance with the decisions and feedback of the Board of Directors.

CHAPTER 5 RULES OF PROCEDURE

Article 11 Notice of meetings of the Nomination Committee shall be given to all members three days prior to the meeting, provided that such notice period may be waived with the consent of all members of the Nomination Committee. Meetings shall be chaired by the chairman. Where the chairman is unable to attend the meeting, he/she may appoint another member (being an independent director) to chair the meeting.

Article 12 Meetings of the Nomination Committee shall only be held with the attendance of not less than two-thirds of the members. Where a member is unable to attend a meeting for any reason, he/she may appoint another member in writing to vote on his/her behalf. Independent directors shall attend meetings of the special committee in person. Where an independent director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint another independent director in writing to attend on his/her behalf. Each member shall have one vote, and resolutions passed at meetings must be approved by more than one-half of all members.

Article 13 Meetings of the Nomination Committee shall in principle be held on – site. Subject to ensuring that all participating directors are able to fully communicate and express their opinions, meetings may be held by video conference, telephone or other means. Voting at meetings of the Nomination Committee may be conducted by a show of hands, by poll or by written resolutions.

Article 14 Where necessary, directors and senior management of the Company may be invited to attend meetings of the Nomination Committee.

Article 15 Where necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making, and the expenses incurred shall be borne by the Company.

Article 16 The convening procedures, voting methods and resolutions passed at meetings of the Nomination Committee shall comply with the relevant laws, administrative regulations, rules, normative documents, the Articles of Association and these Terms of Reference.

Article 17 Minutes shall be kept for meetings of the Nomination Committee, and the opinions of the independent directors shall be recorded in the minutes. 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 ten years.

Article 18 Resolutions passed and voting results at meetings of the Nomination Committee shall be reported to the Board of Directors of the Company in writing.

Article 19 Members attending meetings shall be subject to confidentiality obligations in respect of matters discussed at the meetings and shall not disclose relevant information without permission.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 20 These Terms of Reference shall take effect upon approval by the Board of Directors.

Article 21 Any matters not covered by these Terms of Reference shall be implemented in accordance with the relevant laws of the State, administrative regulations, rules, normative documents and the Articles of Association. In the event that these Terms of Reference are inconsistent with any laws of the State, administrative regulations, rules, normative documents promulgated in the future or the Articles of Association as amended through lawful procedures, the relevant laws of the State, administrative regulations, rules, normative documents and the Articles of Association shall prevail, and these Terms of Reference shall be amended promptly and submitted to the Board of Directors for consideration and approval.

Article 22 The right of interpretation of these Terms of Reference shall vest in the Board of Directors of the Company.

Board of Directors of Shenzhen Senior Technology Material Co., Ltd.
July 2026