• •• C •, .
• • • • C • • B • •
D • (A • •)

C A E 1 E E A

A 1 In order to regulate the appointment of directors and senior management of Shenzhen Senior Technology Material Co., Ltd. (the "**C •** "), 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 "**A • A • •**") and other relevant provisions.

A 2 The Nomination Committee of the Board of Directors is a special working body established by the Board of Directors pursuant to resolutions of the general meeting, and is mainly responsible for selecting and making recommendations on candidates, selection criteria and procedures for directors and senior management of the Company.

C A E 2 C

A 3 The Nomination Committee shall comprise three directors, with independent directors constituting the majority (two members). 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.

A 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.

A 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.

A 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

A 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.

C A E 4 DE - A CED E

A 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.

A 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.

C A E 5 E F CED E

A 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 indepe

A 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.

C A E 6 E E A

A 20 These Terms of Reference shall take effect upon approval by the Board of Directors and upon the issuance of H shares by the Company and the listing of such H shares on The Stock Exchange of Hong Kong Limited.

A 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.

A 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.
June 2025