

DEEPEXI TECHNOLOGY CO., LTD.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD

Article 1 To regulate the selection of directors and senior management, optimize the composition of the board of directors (the “**Board**”) and senior management of Deepexi Technology Co., Ltd. (hereinafter referred to as the “**Company**”), and improve the corporate governance structure, these Terms of Reference are hereby established in accordance with the Company Law of the PRC (hereinafter referred to as the “**Company Law**”), the Securities Law of the PRC (hereinafter referred to as the “**Securities Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) and relevant laws and regulations, the Articles of Association of Deepexi Technology Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), and other relevant requirements and in light of the Company’s actual situation.

Article 2 The Nomination Committee (the “**Committee**”) is a specialized working body under the Board of the Company, primarily responsible for determining the candidates, formulating the selection criteria and procedures for the Company’s directors and senior management, conducting evaluations, and making recommendations. The Committee shall be accountable, and report its work, to the Board.

Article 3 The Committee shall comprise at least three directors, a majority of whom shall be independent non-executive directors.

Article 4 The Committee shall have one chairperson, who shall be an independent non-executive director.

Article 5 The term of office of the Committee shall be the same as that of the Board of the same session. The term of office of a Committee member shall be the same as that of a director. Upon expiry of their tenure, Committee members may be re-elected. A member shall automatically loss his/her qualification if he/she ceases to serve as a director of the Company, or a member who should have the capacity as an independent non-executive director no longer satisfies the independence requirements stipulated in the Hong Kong Listing Rules during his/her tenure. In such case, the Board shall fill the vacancy in accordance with these Terms of Reference.

Article 6 Committee members may resign before the expiry of their terms of office by submitting a resignation report to the Board, which shall include the necessary explanations on reasons for resignation and any matters that need brought to the attention to the Board of the Company. When the number of Committee members falls below the minimum required under these Terms of Reference, the resigning member shall continue to perform relevant responsibilities until a replacement nominated by the Board assumes office.

Article 7 Where the composition of the Committee fails to meet the requirements of the Hong Kong Listing Rules and relevant laws and regulations, and these Terms of Reference, the Board shall inform the Hong Kong Stock Exchange in accordance with the requirements of the Hong Kong Listing Rules and publish an announcement, and make up the shortfall in accordance with the Hong Kong Listing Rules and relevant laws and regulations, and these Terms of Reference. The term of office of a supplementary member shall expire at the end of his/her term of office as a director.

Article 8 The primary duties of the Committee are as follows:

- (I) To regularly review the structure, size, composition, and relevant qualifications (including skills, knowledge, expertise, and experience) of the Board, and make recommendations on any proposed changes to the Board to align with the Company's corporate strategy;
- (II) To identify individual suitably qualified to become a member of the Board (including whether the individual can bring perspectives, viewpoints, skills, and experience to the Board, and whether the individual can promote the Board diversity) and make recommendations to the Board on candidates for nomination as directors;
- (III) To review the independence of the Company's independent non-executive directors;
- (IV) To assess the number of directorships that a candidate for the Company's independent non-executive director may hold in other listed companies, to ensure that the candidate can devote sufficient time to the Board;
- (V) To develop and maintain a nomination policy for directors, including the nomination procedures and the procedures and criteria for the Committee to identify, select and recommend director candidates during the year, and regularly review and disclose in the Company's corporate governance report the policy and the progress towards achieving the objectives set in the nomination policy;
- (VI) To develop and maintain a Board diversity policy, and regularly review and disclose in the Company's corporate governance report the policy or a summary thereof;
- (VII) To regularly review the time commitment required from non-executive directors and independent non-executive directors, and apply performance evaluation to assess whether they have devoted sufficient time to fulfill their responsibilities;
- (VIII) To make recommendations to the Board on the appointment or reappointment of directors and on the succession plans for directors (particularly the chairperson and chief executive officer). The Committee shall make recommendations on appointment of directors in accordance with the Company's diversity policy and in light of the challenges and opportunities facing the Company;
- (IX) Other matters delegated by the Board of the Company;
- (X) Other relevant requirements for duties and authorities of the Committee specified in the Hong Kong Listing Rules and relevant laws and regulations.

Article 9 The Committee shall convene Committee meetings in accordance with the Hong Kong Listing Rules and relevant laws and regulations, the Articles of Association, and these Terms of Reference and as necessary. In any of the following circumstances, the chairperson of the Committee shall issue a meeting notice within three days from the date of occurrence:

- (I) When the Board deems it necessary;
- (II) When the chairperson of the Committee deems it necessary;

(III) When two or more Committee members propose it.

Article 10 Committee members shall attend meetings in person. If unable to do so for any reason, the member may engage another Committee member to attend and express opinions at the meeting on his/her behalf. The power of attorney shall specify the scope and term of authorization. A member may only engage one other member to exercise voting rights on his/her behalf, and any engagement of two or more members to do so is invalid. Additionally, no member may accept engagements from two or more members concurrently.

The member attending the meeting on behalf of another shall exercise rights within the scope of authorization. A member who neither attends in person, nor authorizes another member to exercise rights on his/her behalf, nor submits written opinions prior to the meeting, shall be deemed to have waived his/her rights.

Article 11 Each Committee member shall have one vote. A resolution made at a meeting is subject to the approval by a majority of all members. Where the meeting fails to reach a valid resolution due to abstention of any member, the relevant matter shall be submitted directly to the Board for deliberation.

Article 12 All items on the agenda shall be studied and discussed at the meeting of the Committee, and the Committee members shall express clear, independent, and adequate opinions based on their own judgment. In the case of any different opinions, such differences shall be specified in the meeting minutes submitted to the Board.

Article 13 The Committee may invite directors, relevant senior management of the Company, relevant experts of the Company, social experts, scholars, intermediaries, and other relevant personnel to attend the Committee meetings as observers. Such persons being invited shall provide explanations or representations as required by Committee members.

Article 14 Where deemed necessary, and subject to the approval of the Board, the Committee may engage external professionals or institutions to provide expert opinions, with reasonable expenses borne by the Company.

Article 15 Where a Committee member is interested in the matters to be considered at the Committee meeting, such member shall abstain from voting.

Article 16 All participants in Committee meetings are obligated to maintain confidentiality over the matters discussed at the meeting and shall not disclose relevant information without authorization.

Article 17 Subject to the approval by the Board, these Terms of Reference shall take effect from the date of the listing and trading of the Company's issued overseas listed foreign shares (H shares) on the Main Board of The Stock Exchange of Hong Kong Limited. The amendments to these Terms of Reference shall take effect upon the approval by the Board.

Article 18 The Board shall be responsible for the interpretation of these Terms of Reference.

Article 19 For matters not covered by these Terms of Reference, or in the event of any inconsistency between these Terms of Reference and relevant laws and regulations or the Articles of Association, such relevant laws and regulations or the Articles of Association shall prevail.

Article 20 For the purpose of these Terms of Reference, the terms “not less than”, “within” and “not more than” include the given figure; the terms “a majority of”, “exceeding”, “beyond”, “less than” and “more than” do not include the given figure.

Deepexi Technology Co., Ltd.