

中創智領(鄭州)工業技術集團股份有限公司
董事會提名委員會實施細則
**The Implementation Rules of the Nomination
Committee of the Board of Director of
ZMJ Group Company Limited**

(2025年8月28日修訂)
(Revised on August 28, 2025)

第一章 總則

Chapter I General Provisions

第一條 為規範中創智領(鄭州)工業技術集團股份有限公司(「公司」)董事及高級管理人員的選聘，完善公司治理結構，根據《中華人民共和國公司法》、《上市公司治理準則》、《香港聯合交易所有限公司證券上市規則》、《公司章程》及其他有關規定，公司特設立董事會提名委員會，並制定本實施細則。

Article 1 In order to standardize the selection and appointment of directors and senior management members of ZMJ Group Company Limited (“**the Company**”) and complete the corporate governance structure, the Company establishes the Nomination Committee of Board of Directors in particular and formulates these implementing regulations 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* and other relevant regulations.

第二條 董事會提名委員會是董事會下設的專業委員會，主要負責對公司董事和高級管理人員的人選、選擇標準和程序進行選擇並提出建議。

Article 2 The Nomination Committee of Board of Directors is a professional committee under the Board of Directors and is mainly responsible for selecting and making suggestions for the candidates and the selection criteria and procedure of the directors and senior management members of the Company.

第二(A)條 本細則所稱董事是指在本公司的執行董事、非執行董事(如有)及獨立非執行董事，高級管理人員是指本公司總經理、副總經理、財務總監、董事會秘書及由總經理提請董事會認定的其他高級管理人員。

Article 2(A) The directors in these Rules indicate the executive directors, the non-executive directors (if any) and the independent non-executive directors in the Company, and the senior management members indicate the General Manager, the Vice General Manager, the CFO, the Secretary of the Board and other higher management submitted by the General Manager and approved by the Board.

第二章 人員組成

Chapter II Composition

第三條 提名委員會成員由三名董事組成，其中須以獨立非執行董事佔大多數。提名委員會委員應符合中國有關法律、法規及適用的上市規則對於該委員會委員資格的要求。

Article 3 The Nomination Committee shall consist of three directors and must comprise a majority of independent non-executive directors. The members of the Nomination Committee shall meet the requirements on the membership qualification of this Committee in accordance with relevant laws and the regulations of the PRC and applicable Listing Rules.

第四條 提名委員會委員由董事長、二分之一以上獨立非執行董事或者全體董事的三分之一以上提名，並由董事會選舉產生。

Article 4 The members of the Nomination Committee shall be nominated by the Chairman of the Board or more than one-half of independent non-executive directors or one-third of all directors and shall be elected by the Board.

第五條 提名委員會設主任委員一名，由獨立非執行董事委員擔任，負責主持委員會工作；主任委員在委員內選舉，並報請董事會批准產生。

Article 5 The Nomination Committee shall have one chairman, who shall be independent non-executive director and shall be responsible for directing the works of the Committee. The Chairman of the Committee shall be elected from the members and shall be submitted to the Board for consideration and approval.

第六條 提名委員會任期與董事會任期一致，委員任期屆滿，連選可以連任。期間如有委員不再擔任公司董事職務或應當具有獨立非執行董事身份的委員不再具備《公司章程》或《香港聯合交易所有限公司證券上市規則》所規定的獨立性，自動失去委員資格，並由委員會根據上述第三至第五條規定補足委員人數。

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board, and the Committee members may be re-selected upon the expiry of the current term of office. If any member ceases to be a director of the Company during his/her term of office, or any member who ought to have the identity of independent non-executive director does not have the independence specified in the *Article of Association* or in the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* any longer, he/she shall lose his/her membership qualification automatically, and the vacancy shall be filled by the Committee in accordance with the provisions of Articles 3 to 5 above.

第三章 職責權限

Chapter III Terms of References

第七條 提名委員會的主要職責權限：

Article 7 The major terms of references of the Nomination Committee include:

- (一) 根據公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；
to make suggestions on the size and structure of the Board according to the business operation situation, asset size and ownership structure of the Company to the Board;
- (二) 至少每年檢查董事會的架構、人數及成員多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期等方面)，並就任何為配合公司的企業策略而擬對董事會作出的變動提出建議；
to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least once every year and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (三) 研究董事、高級管理人員的選擇標準和程序，並向董事會提出建議；
to study the selection criteria and procedures of directors and senior management members and make recommendations to the Board;
- (四) 物色具備合適資格可擔任董事的人士，並在物色時考慮有關人選的價值並以客觀條件充分顧及董事會成員多元化的裨益，並挑選提名有關人士出任董事或就此向董事會提供意見；
to identify individuals suitably qualified to become directors, taking into consideration the merits of the candidates and having due regard for the benefits of diversity on the Board while bearing in mind the objective criteria at the same time, and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (五) 廣泛搜尋合格的董事和高級管理人員的人選；
to search extensively for qualified candidates of directors and senior management members;
- (六) 對董事候選人和高級管理人員的人選進行審查並提出建議；
to examine the candidates of directors and senior management members and make recommendations;
- (七) 對須提請董事會聘任的其他高級管理人員進行審查並提出建議；
to examine other higher management which must be employed by the Board and make recommendations;
- (八) 評核獨立非執行董事的獨立性；
to assess the independence of independent non-executive directors;

- (九) 就董事委任或重新委任以及董事(尤其是董事長及總經理)繼任計劃向董事會提出建議；
to make recommendations to the Board on the appointment or reappointment of directors and the succession plan of directors (especially the Chairman of the Board and the General Manager);
- (十) 定期檢查董事履行其責任所付出的時間；
to review the time the directors need to perform their duties on a regular basis;
- (十一) 在適當情況下，審核董事會成員多元化政策和董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度，並審核每年在《企業管治報告》內披露的結果；
where appropriate, to review the Board diversity policy and the measurable objectives formulated by the Board to implement that policy and the progress made towards achieving those objectives, as well as the results disclosed in the annual Corporate Governance Report;
- (十二) 向董事會匯報其決定或建議，但受法律或監管限制所限而不能作此匯報的除外；及
to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so; and
- (十三) 董事會授權的其他事宜。
other matters authorized by the Board.

第八條 提名委員會對董事會負責，委員會的提案提交董事會審議決定；控股股東在無充分理由或可靠證據的情況下，應充分尊重提名委員會的建議，否則，不能提出替代性的董事、高級管理人員的人選。

Article 8 The Nomination Committee shall report to the Board, and the proposal raised by the Committee shall be decided by the Board. The dominant stockholders shall fully respect the recommendations made by the Nomination Committee without mastering sufficient reason or reliable evidence, otherwise the candidates of alternative directors and senior management members could not be proposed.

第八(A)條 提名委員會須應董事長的邀請由主任委員，或在主任委員缺席時，由另一名委員或其授權代表出席股東周年大會，並在股東周年大會上回答提問。

Article 8(A) The Chairman of the Board shall invite the Chairman of the Nomination Committee or another member of the Committee or failing this his duly appointed delegate in the absence of the Chairman of the Committee to attend the annual general meeting and to be available to answer questions at the annual general meeting.

第四章 決策程序

Chapter IV Decision-making Procedures

第九條 提名委員會依據相關法律法規和公司章程的規定，結合本公司實際情況，研究公司的董事、高級管理人員的當選條件、選擇程序和任職期限，形成決議後備案並提交董事會通過，並遵照實施。

Article 9 The Nomination Committee shall study the election qualifications, selection procedures and employment durations of the directors and senior management members of the Company in accordance with the provisions in relevant laws and regulations and the Article of Association according to the practical situation of the Company to form the resolution for the record and then submit to the Board for approval and shall implement accordingly.

第十條 董事、高級管理人員的選任程序：(一)提名委員會應積極與公司有關部門進行交流，研究公司對新董事、高級管理人員的需求情況，並形成書面材料；(二)提名委員會可在本公司、控股(參股)企業內部以及人才市場等廣泛搜尋董事、高級管理人員的人選；(三)搜集初選人的職業、學歷、職稱、詳細的工作經歷、全部兼職等情況，形成書面材料；(四)徵求被提名人對提名的同意，否則不能將其作為董事、高級管理人員的人選；(五)召集提名委員會會議，根據董事、高級管理人員的任職條件，對初選人員進行資格審查；(六)在選舉新的董事和聘任新的高級管理人員前一至兩個月，向董事會提出董事候選人和新聘高級管理人員的人選的建議和相關材料；(七)根據董事會決定和反饋意見進行其他後續工作。

Article 10 The election procedures of the directors and senior management members shall include that: (i) the Nomination Committee shall communicate with relevant departments of the Company actively to study the Company's demand on directors and senior management members and form written materials; (ii) the Nomination Committee can search extensively for candidates of directors and senior management members within the Company or holding (sharing) company(s) and on the talent market and the like; (iii) the information of the primary candidate such as the occupation, the education background, the title, the detailed work experience, all concurrent posts and the like shall be collected to form written material; (iv) the nominee shall agree the nomination, otherwise he/she will not be considered as the candidate of the director or manager; (v) the Nomination Committee shall convene the meeting to examine the qualifications of the primary candidates according to the job qualifications of the director and the manager; (vi) the Nomination Committee shall submit the recommendations and materials concerning the candidates of the directors and the persons to be selected as new senior management members to the Board within one to two months before electing new directors and employing new senior management members; and (vii) the Nomination Committee shall fulfill the follow-up work according to the decision and feedback of the Board.

第五章 議事規則

Chapter V Rules of Procedure

第十一條 提名委員會會議於召開前七天通知全體委員，會議由主任委員主持，主任委員不能出席時可委託其他一名委員(獨立非執行董事)主持。

Article 11 All members of the Nomination Committee shall be notified seven days prior to the meetings of the Nomination Committee. The meetings shall be chaired by the Chairman who, if unable to attend the meeting, may appoint another member (being an independent non-executive director) to chair the meeting.

第十二條 提名委員會會議應由三分之二以上的委員出席方可舉行；每一名委員有一票的表決權；會議做出的決議，必須經全體委員的過半數通過。

Article 12 The quorum of the meetings of the Nomination Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members.

第十三條 提名委員會會議表決方式為舉手表決或投票表決；臨時會議可以採取通訊表決的方式召開。

Article 13 The way of voting on the meeting of the Nomination Committee is voting by a show hands or voting by ballot; and the interim meeting can be held by communication voting.

第十四條 提名委員會會議必要時可邀請公司董事及其他高級管理人員列席會議。

Article 14 The directors and other higher management of the Company may be invited by the Nomination Committee to attend its meeting as non-voting participants when necessary.

第十五條 提名委員會應獲足夠資源以履行其職責。其中包括但不限於，如有必要，提名委員會可以聘請中介機構為其決策提供獨立專業意見，費用由公司支付。

Article 15 The Nomination Committee shall be provided with sufficient resources to discharge its duties, including but not limited to that, if necessary, the Nomination Committee may engage intermediaries to provide professional independent advices on its decisions at reasonable expense of the Company.

第十六條 提名委員會會議的召開程序、表決方式和會議通過的議案必須遵循有關法律、法規、公司章程及本辦法的規定。

Article 16 The convening procedure, voting pattern and the proposals passed in the meeting of the Nomination Committee must follow relevant laws and regulations, the Articles of Association and the Rules of this procedure.

第十六(A)條 提名委員會會議討論與有關委員會成員利益相關的議題時，相關委員應迴避。

Article 16(A) The topics concerning the interests of the Committee members shall be discussed on the meeting of the Nomination Committee at the evasion of related members.

第十七條 提名委員會會議應當有紀錄，出席會議的委員應當在會議紀錄上簽名；會議紀錄由公司董事會秘書保存。

Article 17 Minutes of meetings shall be kept for the meetings of the Nomination Committee. Members who have attended the meetings shall sign on the minutes of the relevant meetings. Minutes of meetings shall be kept by the Secretary of the Board of the Company.

第十八條 提名委員會會議通過的議案及表決結果，應以書面形式報公司董事會。

Article 18 The proposals and voting result passed on the meeting of the Nomination Committee shall be submitted to the Board of the Company in written form.

第十九條 出席會議的委員均對會議所議事項有保密義務，不得擅自披露有關信息。

Article 19 All members who have attended any of the meetings are subject to the obligations of confidentiality on all matters considered at the meetings and shall not disclose any of the relevant information without authorization.

第六章 附則

Chapter VI Supplementary Provisions

第二十條 本實施細則自董事會決議通過之日起生效並施行。

Article 20 These Implementation Rules shall come into force and be implemented from the date, on which they are approved by the Board of Directors.

第二十(A)條 本實施細則將按適用的上市規則的要求在公司網站以及有關的證券交易所網站上公開。

Article 20(A) These Implementation Rules shall be disclosed on the Company's web sites and relevant web sites of Stock Exchange according to the applicable requirements of Listing Rules.

第二十一條 本實施細則未盡事宜，按國家有關法律、法規、適用的上市規則和公司章程的規定執行；本細則如與國家日後頒佈的法律、法規、適用的上市規則或經合法程序修改後的公司章程相抵觸時，按國家有關法律、法規、適用的上市規則和公司章程的規定執行，並立即修訂，報董事會審議通過。

Article 21 The matters not covered in these Implementation Rules shall be implemented in accordance with the relevant laws and regulations of the PRC, applicable Listing Rules and the Articles of Association. Where these Rules conflict with any laws, regulations and applicable Listing Rules of the PRC issued afterward or the Articles of Association validly amended, the latter shall prevail and these Rules shall be revised immediately for approval by the Board.

第二十二條 本實施細則解釋權歸屬公司董事會。

Article 22 The Board of Directors of the Company shall reserve the right to interpret these Implementation Rules.

中創智領(鄭州)工業技術集團股份有限公司董事會
The Board of Directors of ZMJ Group Company Limited

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