

## **NEXT TECHNOLOGY HOLDING INC.**

### **NOMINATING COMMITTEE CHARTER**

#### **Purpose**

The primary purposes of the Nominating Committee of Next Technology Holding Inc. (the "Company" ) are to (1) establish and maintain reasonable qualifications for persons serving as directors, (2) identify individuals qualified to become Board members, and (3) nominate qualified candidates for election to the Board and appointment to fill vacancies on the Board. The Nominating Committee considers candidates for director who are recommended by its members, by other Board members, by shareholders and by management.

#### **Committee Membership**

The Committee shall be comprised of at least three directors, all of whom satisfy the independence standards specified in Section IM-5605-5(d) of the Nasdaq Stock Market Rulebook (subject to any permitted exceptions thereunder). Committee members will be appointed by the Board and will serve until their resignation, removal, death, or incapacity. One member will be designated the Chair. The Committee will establish rules and regulations for its operation, subject to the provisions of this Charter.

#### **Meetings**

The Committee shall meet at least once a year to nominate candidates for election at the Annual Shareholders' Meeting, and more often if necessary, to fill vacancies on the Board or if determined by the Committee.

#### **Director Qualifications**

Persons nominated for election or appointment as directors shall be evaluated by the Committee in light of their education, reputation, experience, independence, leadership qualities, personal integrity, and such other criteria as the Committee deems relevant.

Depth of experience, fitness and the ability to make meaningful contributions to the Company' s board of director oversight of the business and affairs of the Company in addition to a willingness to exercise independent judgment, and an impeccable reputation for honest and ethical conduct that align with the Company' s core values, are important factors when identifying opportunities to add new directors to the Company' s board of directors by the Nominating Committee. Additionally, in identifying new board nominees, the Nominating Committee evaluates a nominee' s time commitments to ensure the appropriate amount of time, energy, and care is given to the needs of the Company' s business.

## **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- Identify individuals qualified to become directors.
- Nominate candidates for election as directors, or appointment to fill vacancies.
- Evaluate candidates in light of the qualification standards contained in this Charter, as revised from time to time, and such other criteria as the Committee deems relevant.
- Develop policies and procedures for shareholders to nominate candidates for evaluation by the Committee.
- Review the list of qualifications contained in this Charter and recommend changes to the Board when appropriate.
- Review the Committee Charter and recommend changes to the Board when appropriate.
- Review and make recommendations to the Board regarding the size, composition and tenure of the Board.
- Review and make recommendations to the Board regarding Board compensation.
- Perform any other activities which the Committee or the Board deems appropriate.

## **Committee Resources**

The Committee may retain consultants and advisors to assist it in the process of identifying and evaluating candidates. The Committee may also seek advice from the Company' s regular counsel or retain separate counsel. The Company shall provide funding for the Committee to perform its duties and responsibilities.

## **Procedures and Criteria for Shareholder-Recommended Director Nominees**

All shareholder recommendations for board nominees must be submitted in writing to the [Secretary] of our Company at [Address] or at email address [Email Address], who will forward all recommendations to the Nominating Committee. All shareholder recommendations for board nominees must be submitted to our company not less than 120 calendar days prior to the date on which the Company' s Proxy Statement was released to shareholders in connection with the previous year' s annual meeting of shareholders. All shareholder recommendations for board nominees must include (1) the name and address of record of the shareholder, (2) a representation that the shareholder is a record holder of our security, or if the shareholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b) of the Exchange Act, (3) the name, age, business and residential address, educational background, public company directorships, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the proposed board nominee, (4) a description of the qualifications and

background of the proposed board nominee which addresses the minimum qualifications and other criteria for directors approved by our Board from time to time, (5) a description of all arrangements or understandings between the shareholder and the proposed board nominee, (6) the consent of the proposed board nominee to be named in the proxy statement, to have all required information regarding such board nominee included in the applicable proxy statement, and to serve as a director if elected, and (7) any other information regarding the proposed board nominee that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.