

Unisound AI Technology 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 the Company, optimize the composition of the board of directors and improve its corporate governance structure, the Company has established the nomination committee of the board of directors and formulated these terms of reference pursuant to the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of Unisound AI Technology Co., Ltd. (hereinafter referred to as the “**Articles of Association**”) and other relevant regulations.

Article 2 The nomination committee of the board of directors is a specialized working body established by the board of directors, primarily responsible for selecting candidates for directors, general manager and other senior management of the Company, and setting up criteria and procedures for selection and making recommendations.

Article 3 The provisions of the Company Law and the Articles of Association in relation to the obligations of the directors apply to the members of the nomination committee.

CHAPTER 2 COMPOSITION

Article 4 The nomination committee shall consist of at least three directors, a majority of whom shall be independent non-executive directors and at least one of whom shall be of a different gender to the other members of the nomination committee.

Article 5 Members of the nomination committee shall be nominated by the chairman of the board of directors, a simple majority of independent non-executive directors, or more than one-third of the members of the board of directors, and shall be elected by the board of directors.

Article 6 The nomination committee shall have a chairman, who shall be an independent non-executive director or the chairman of the board of directors, the chairman shall be responsible for taking charge of the work of the committee and serve as the convener, and the appointment of the chairman shall be approved by the board of directors.

Article 7 A member of the nomination committee shall have a term of office consistent with the term of the board of directors and shall be eligible for re-election on the expiry on his/her term. Where a member ceases to be a director of the Company, he/she will automatically cease to be qualified as a member of the committee, and the causal vacancy shall be filled by the person elected by the committee in accordance with Articles 4 to 6 above.

CHAPTER 3 DUTIES AND AUTHORITY

Article 8 The main duties and authority of the nomination committee shall be as follows:

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least annually, assist the board of directors in maintaining a board of directors skills matrix, and make recommendations to the board of directors on any proposed change in light of the business operation, scale of assets and shareholding structure as well as strategies of the Company; in considering the composition of the board of directors, the nomination committee shall ensure a balanced composition of executive and non-executive directors (including independent non-executive directors) of the board of directors and consider diversity of the board of directors from various aspects, including but not limited to, gender, age, cultural and educational background and professional experience of the directors; to develop and review the policy for board diversity and disclose the policy or its summary in the corporate governance report;
- (2) to review criteria and procedures of selection of directors, managers and other senior management and make recommendations to the board of directors;
- (3) to extensively search for qualified candidates for directors, managers and other senior management and select and nominate such persons to act as directors or make recommendations to the board of directors in this regard;
- (4) to examine the candidates for directors (including independent non-executive directors) and senior management and make recommendations to the board of directors;
- (5) to make recommendations to the board of directors on appointment or re-appointment of and the succession plan for directors (especially chairman) and general manager;
- (6) to assess the independence of independent non-executive directors, and assess each director's time commitment and contribution to the board of directors, as well as each director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and other significant external time commitments of the directors and other factors or circumstances relevant to the directors' character, integrity, independence and experience;
- (7) to ensure that the non-executive directors receive a formal appointment letter setting out clearly the requirements for the non-executive directors in terms of time commitment, services to the committee and participation other than board meetings upon the appointment to the board of directors;
- (8) to support the Company's regular evaluation of the board of directors' performance; and
- (9) to assume duties and authority prescribed by laws, administrative regulations, departmental regulations, regulatory documents, the listing rules of the stock exchange where the shares of the Company are listed, the Articles of Association, and other matters authorized by the board of directors, and report to the board of directors on matters within the term of reference of the committee, including decisions or recommendations made by the committee.

Article 9 The nomination committee shall be accountable to the board of directors.

Article 10 The board of directors shall give due deference to the recommendation of the nomination committee on the nomination of candidates for directors and general manager, and shall not shelve any recommendation on candidates for directors and general manager proposed by the nomination committee without valid reasons or reliable evidence.

If an independent non-executive director has served more than nine years, further appointment of such director shall be passed by a separate resolution by shareholders. The documents accompanying that resolution to shareholders shall state the reasons for the board of directors (or the nomination committee) to believe that the director remains independent and shall be re-elected.

Article 11 Relevant departments of the Company shall cooperate with the nomination committee to perform its duties. Expenses to be incurred in the ordinary operation of the nomination committee shall be borne by the Company.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 12 The nomination committee shall review the criteria for election and procedures for selection of directors and senior management of the Company in accordance with the requirements of relevant laws, administrative regulations, departmental rules, regulatory documents, listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association in light of the actual situation of the Company. Any proposal made in this regard shall be submitted to the board of directors for approval.

Article 13 The procedures of election and appointments for directors and senior management shall be as follows:

- (1) the nomination committee shall communicate actively with relevant departments of the Company to understand the demand of the Company for new directors and senior management and shall produce written materials;
- (2) the nomination committee may seek extensively for candidates of directors and senior management in the Company, its holding companies and job market;
- (3) the nomination committee shall collect information on, among others, occupation, educational background, job titles, detailed working experience of and all part-time jobs undertaken by the candidates and produce written materials;
- (4) the nomination committee shall seek advice from nominees and understand their expectation on their nomination, and no nominee shall be deemed as candidates for directors and senior management without their consent;
- (5) the nomination committee shall convene meetings to review the qualification of shortlisted candidates based on the requirements of directors and senior management;
- (6) the nomination committee shall make recommendations and submit relevant materials to the board of directors regarding candidates for directors and newly-appointed senior management one to two months prior to election of new directors and appointment of new senior management;
- (7) the nomination committee shall conduct other follow-up work pursuant to the decision of and feedback from the board of directors.

CHAPTER 5 SYSTEM OF MEETINGS

Article 14 Meetings of the nomination committee shall include regular meetings and extraordinary meetings. Regular meetings shall be convened at least once a year whereas extraordinary meetings may be convened upon proposal by the members of the nomination committee.

A notice shall be made to all members of the nomination committee in five days prior to the meeting for regular meetings and three days prior to the meeting for extraordinary meetings. In emergency, a notice may be made at any time.

The meeting shall be presided over by the chairman, or where the chairman is unable to attend the meeting, he/she may appoint another member (being independent non-executive directors) to preside over it. If the chairman fails to perform his/her duties or designate other members to perform on his/her behalf, any of the members may report to the board of directors, and the board of directors shall designate a member to perform the duties of the chairman.

Article 15 The quorum of a meeting of the nomination committee shall be more than two-thirds of the members. Every member shall have one vote. Resolutions made at the meetings shall be passed by a simple majority of the members.

A meeting of the nomination committee may be convened by way of a written circular signed by all members. Written proposals may be dispatched by fax, courier or by hand or other methods to all committee members. Committee members shall return the original copies to the Company for filing after casting vote on the proposals. A proposal signed by consenting members satisfying the number of votes required hereunder shall become an effective resolution of the committee.

Article 16 At the meetings of the nomination committee, voting shall be made by a show of hands or by poll, and meetings may be convened by means of correspondence voting.

A member of the nomination committee may attend the meeting in person or appoint another member in writing to attend to and exercise voting rights at the meeting on his/her behalf. If a member of the nomination committee appoints another member to attend to and exercise voting rights at the meeting on his/her behalf, he/she shall submit a power of attorney to the chairman of the meeting, and the power of attorney shall specify the scope of authorization. The power of attorney shall be delivered to the chairman of the meeting no later than a vote is taken at the meeting.

Article 17 The nomination committee may invite directors and other senior management of the Company to attend the meeting where necessary.

Article 18 The nomination committee may engage intermediaries to provide professional advice for its decision-making when necessary at the expense of the Company.

Article 19 Procedures for convening and voting methods of meetings of the nomination committee shall be in compliance with requirements of the relevant laws, regulations, the relevant rules of the stock exchange of the place where the Company's shares are listed, the Articles of Association and these terms of reference.

Article 20 The nomination committee shall keep meeting minutes, which shall record the matters considered and resolutions passed at the meetings in detail, including any doubts or objections raised by members, and shall be circulated to every member for review and confirmation. The meeting minutes shall be signed by the members attending the meetings; the minutes shall be kept by the secretary of the board of directors of the Company.

If a committee member has any comments or objections regarding the minutes, they may choose not to sign but should submit their written opinions to the secretary of the board of directors within three days upon receiving the meeting minutes. If the errors or omissions in the records are confirmed to be true, the secretary of the board of directors shall make corrections, and the committee member shall sign the revised minutes.

Article 21 The resolutions passed at the meeting and poll results of the meeting of the nomination committee shall be reported to the board of directors in writing.

Article 22 Members present at meetings shall be obliged to keep all matters discussed at the meetings confidential and shall not disclose the relevant information without authorization.

CHAPTER 6 ABSTENTION FROM VOTING

Article 23 When a member of the nomination committee has an interest of conflict, directly or indirectly, in respect of any matter discussed at the meeting, such member shall abstain from voting on the relevant proposals.

Where the number of members attending the meeting is less than the quorum specified in these terms of reference after the interested members abstain from voting, all members (including the interested members) shall resolve procedural issues including submitting the proposal to the board of directors for consideration. Such proposal shall be considered by the board of directors.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 24 These terms of reference and any amendments hereto shall take effect from the date of consideration and approval by the board of directors.

Article 25 For matters not covered by these terms of reference, they shall be executed in accordance with the requirements of relevant laws and regulations of the PRC, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association. In case that these terms of reference are in conflict with the laws and regulations promulgated by the PRC from time to time, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association amended through lawful procedures, the requirements of relevant laws and regulations of the PRC, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association shall prevail, and the terms of reference shall be amended immediately and submitted to the board of directors for consideration and approval.

Article 26 The rights of interpretation of these terms of reference shall be vested in the board of directors.