

**Beijing 51WORLD Digital Twin Technology Co., Ltd.**  
**北京五一视界数字孪生科技股份有限公司**

**Terms of Reference of the Nomination Committee**

**CHAPTER 1 GENERAL PROVISIONS**

**Clause 1** In order to regulate the employment and appointment of the senior management, improve the core competitiveness and optimize the corporate governance structure of Beijing 51WORLD Digital Twin Technology Co., Ltd. (the “**Company**”), the Nomination Committee has been established under the Board of Directors with these terms of reference in accordance with 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 (the “**Hong Kong Listing Rules**”), the Articles of Association of Beijing 51WORLD Digital Twin Technology Co., Ltd. (the “**Articles**”) and other relevant regulations.

**Clause 2** All members of the Nomination Committee shall be Directors, with the independent non-executive Director or the Chairman of the Board as the convener.

**CHAPTER 2 TERMS OF REFERENCE OF  
THE NOMINATION COMMITTEE**

**Clause 3** The Nomination Committee under the Board of Directors is set up by the Board of Directors and is mainly responsible for conducting studies on the candidates, selection criteria and procedures of Directors of the Company and senior management whose appointment and dismissal shall be decided by the Board of Directors and making recommendations.

**Clause 4** Composition:

- (I) The Nomination Committee shall comprise no less than three Directors, with the majority of them being independent non-executive Directors.
- (II) Members of the Nomination Committee and its working group members shall be nominated by Chairman of the Board of Directors, more than half of the independent non-executive directors or more than one-third of all Directors and shall be appointed through election by the Board of Directors.
- (III) The Nomination Committee shall have a chairman, who shall act as a convener, and be an independent non-executive Director or the Chairman of the Board of Directors, to preside over the work of the Nomination Committee. The chairman shall be elected from the members of the Nomination Committee and subject to the approval of the Board of Directors.

- (IV) The term of office of the Nomination Committee shall coincide with that of the Board of Directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office. A member shall cease to be a member when he/she is no longer a Director of the Company, and the committee shall fill the resulting vacancy in accordance with the above terms of reference.
- (V) If a director is not re-elected in time upon the expiration of his/her term of office, the director shall continue to perform his/her duties as a member of the Nomination Committee in accordance with the laws, administrative regulations, departmental rules, the Articles and these terms of reference until a newly-elected Director takes office.

**Clause 5 Duties and responsibilities:**

- (I) The primary responsibilities of the Nomination Committee include:
1. formulating and reviewing the board diversity policy; evaluating the structure, size and composition (including skills, knowledge and experience) of the Board of Directors at least once a year, making recommendations to the Board of Directors on the size and composition of the Board of Directors based on the Company's operating activities, asset size and equity structure; and making recommendations regarding any proposed changes to the Board of Directors corresponding to the corporate strategy; and when considering the combination of members of the Board of Directors, ensuring the balance between executive and non-executive Directors (including independent non-executive Directors) and the diversity of the members of the Board of Directors in various aspects, including but not limited to gender, age, cultural and educational background, and professional experience;
  2. identifying individuals qualified to become Directors, selecting and nominating such individuals for appointment as directors or making recommendations to the Board of Directors in this regard;
  3. assessing the independence of the independent non-executive Directors;
  4. making recommendations to the Board of Directors on the appointment, reappointment and succession plans for Directors (particularly the Chairman of the Board of Directors and the president);
  5. supporting the Company in regularly evaluating the performance of the Board of Directors; and
  6. dealing with other matters as authorized by the Board of Directors.
- (II) The Nomination Committee shall be accountable to the Board of Directors, and its proposals shall be submitted to the Board of Directors for its consideration and approval.

**Clause 6** Working procedures:

- (I) The Nomination Committee shall study the qualification criteria, selection procedures and terms of office of proposed Directors and senior management of the Company in accordance with the relevant laws and regulations and the Articles based on the actual situation of the Company. The Nomination Committee's decision(s) shall be filed as resolutions to the Board of Directors for its approval and implementation.
- (II) Selection procedures of Directors and senior management:
1. the Nomination Committee shall prepare written materials after discussing with the relevant departments of the Company, and studying the requirement for new Directors and senior management;
  2. the Nomination Committee may extensively search for candidates for Directors and senior management within and outside the Company and its subsidiaries (and associated companies);
  3. the Nomination Committee shall collect all information about the occupation, academic qualifications, titles, detailed working experience and all part-time job experience of the selected candidates and prepare written materials;
  4. the Nomination Committee shall seek the consent of the nominee for his/her nomination. Otherwise, the nominee may not be nominated as a proposed Director or senior management;
  5. the Nomination Committee shall convene a meeting to review the qualification of preliminary candidates according to the appointment requirements for Directors and senior management.
  6. the Nomination Committee shall submit to the Board of Directors its proposals and information on the candidates prior to the election of new Directors and the appointment of new senior management;
  7. the Nomination Committee shall carry out follow-up work according to the decision and feedback of the Board of Directors.

**Clause 7** Rules of procedure:

- (I) All committee members shall be notified at least three days prior to the meeting. The meeting shall be presided over by the chairman, or if he/she is unable to attend, another member of the committee, who shall be an independent non-executive Director, designated by him/her.
- (II) Each member has one vote. The resolution made at the meeting shall be approved by not less than half of all committee members.

- (III) Members of the Nomination Committee shall attend committee meetings in person. If a member is unable to attend the meeting for any reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. If a member fails to attend the meeting of the Nomination Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting.
- (IV) Voting at the meetings of the Nomination Committee shall be by a show of hands or by poll; extraordinary meetings may be convened by means of communication voting.
- (V) The Directors, supervisors and senior management of the Company may be invited to observe the meetings of the Nomination Committee when necessary.
- (VI) The Nomination Committee may, if necessary, engage intermediary firms to provide professional advice on its decisions at the expense of the Company.
- (VII) The convening, voting and passing of resolutions of the meetings of the Nomination Committee shall be in compliance with the relevant laws, regulations, the Articles and these terms of reference.
- (VIII) The meetings of the Nomination Committee shall be arranged by the secretary to the Board of Directors of the Company. Meeting minutes shall be kept with sufficient details of the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the members. The meeting minutes shall be signed by members present at the meetings. Full meeting minutes of the Nomination Committee shall be maintained by a duly appointed committee secretary (usually the company secretary) for ten years. The draft and final versions of the meeting minutes shall be sent to all committee members within a reasonable period after the meeting, with the draft for members to express opinions and the final version for their records. The Directors of the Company may inspect the meeting minutes at a reasonable time on reasonable notice.
- (IX) The resolutions passed by, and the voting results of, the Nomination Committee shall be submitted in writing to the Board of Directors of the Company.
- (X) All members of the committee and persons observing the meeting shall keep their discussions at the meetings confidential, and shall not disclose any relevant information without authorization.

### **CHAPTER 3 SUPPLEMENTARY PROVISIONS**

**Clause 8** Matters not covered in these terms of reference shall be implemented in accordance with the relevant laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles shall apply. In the event that these terms of reference are in contravention with the relevant laws, regulations, relevant requirements subsequently promulgated by the PRC, the Hong Kong Listing Rules or the Articles as amended under lawful procedures, the relevant laws and regulations of the PRC and the Articles shall prevail. Amendments to these terms of reference shall be made accordingly and submitted to the Board of Directors for approval.

**Clause 9** These terms of reference, after being approved by the Board of Directors of the Company, shall become effective from the date on which the overseas listed foreign shares (H shares) of the Company are issued and listed on the Stock Exchange of Hong Kong Limited.

**Clause 10** Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles. These terms of reference are formulated and amended by the Board of Directors of the Company which shall have the right to interpret them.