

Knowledge Atlas Technology Joint Stock Company Limited

**Terms of Reference of the Nomination Committee
of the Board of Directors**

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Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Code on Corporate Governance set out in Appendix C1 to the Hong Kong Listing Rules, and other relevant applicable laws, administrative regulations, departmental rules, normative documents, as well as the Articles of Association of Knowledge Atlas Technology Joint Stock Company Limited (hereinafter the “**Articles of Association**”) applicable after the overseas public offering and listing of the Company, Knowledge Atlas Technology Joint Stock Company Limited (hereinafter referred to as the “**Company**”) has, according to the resolution of the Board, establishes the Nomination Committee of the Board of Directors and formulates the Terms of Reference of the Nomination Committee of the Board of Knowledge Atlas Technology Joint Stock Company Limited (the “**Terms of Reference**”) based on the actual conditions of the Company, in order to regulate the appointment of directors and senior management, optimize the composition of the Board and enhance its corporate governance structure.

Article 2 The Nomination Committee of our Board is a specialised working body under the Board of the Company, which is principally responsible for considering selection of directors (including independent non-executive directors) and senior management of the Company, the selection criteria and procedures thereof, as well as putting forward opinions and recommendations to the Board.

The senior management mentioned in the Terms of Reference refers to the general manager, deputy general manager, the secretary of the Board, chief financial officer and other personnel appointed by the Board as senior management of the Company.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise at least three directors, with a majority of independent non-executive directors, and shall include at least one director of a different gender.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman of the Board, by more than one half of the independent directors, or jointly by at least one-third of the members of the Board, and shall be elected by a majority of all directors of the Board.

Article 5 The Nomination Committee shall have a convener, or chairman of the Committee, who shall be the Chairman of the Board or an independent non-executive director. The chairman of the Committee shall be appointed and removed by the Board and shall oversee the operation of the Committee. Where the chairman of the Committee is unable to or fails to perform his/her duties, an independent non-executive director shall be elected by at least one half of the members of the Committee to act in his/her stead. The newly-appointed member shall commence his/her term of office immediately after the conclusion of the meeting of the Board upon approval of the proposal for such election.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, or any member with the capacity of an independent non-executive director ceases to have the independence as stated in the Company Law, the Articles of Association and the Hong Kong Listing Rules, his/her membership in the Nomination Committee shall lapse automatically. A member of the Nomination Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her position in the Nomination Committee. The resignation report shall contain such reasons for resignation and matters which require the attention of the Board of the Company as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board according to relevant applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and provisions of Articles 3 to 5 above. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director or an independent non-executive director. A member of the Nomination Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Hong Kong Listing Rules.

The secretary of the Board shall be responsible for the Nomination Committee's daily communication, arrangement of meetings and implementation of the relevant resolutions of the Committee.

Chapter 3 Duties and Authorities

Article 7 The specific duties of the Nomination Committee include but are not limited to:

- (1) To study and formulate the selection criteria and procedures for directors and senior management and make recommendations to the Board, taking into consideration factors including but not limited to: culture, educational background, and professional experience;
- (2) To identify and recommend qualified candidates for directorships to the Board, review and make recommendations on candidates for directorships (especially the chairman of the Board);
- (3) To identify and recommend qualified candidates for senior management, review and make recommendations on candidates for senior management (especially the general manager);

- (4) To assess the independence of independent non-executive directors;
- (5) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to complement the Company's corporate strategy. To assess the structure of the committees under the Board and recommend directors to serve as members of such committees for the Board's approval;
- (6) To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors (especially the chairman of the Board and the general manager);
- (7) To support the Company's regular evaluation of the performance of the Board;
- (8) To establish a talent pool for directors and senior management and update it from time to time;
- (9) To evaluate the performance of directors and, based on the evaluation results, make recommendations or suggestions on the replacement, reappointment or succession of directors (including the chairman and the chief executive officer);
- (10) To formulate, and, where appropriate, review and implement the Board diversity policy adopted by the Board from time to time, review the progress of achieving goals, and disclose the relevant reviewed policies or their summary in the Company's annual report;
- (11) Other matters prescribed by relevant applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association and authorized by the Board.

Article 8 The Nomination Committee shall have the right to exercise any authority conferred by the Board when it deems necessary. The Company shall provide the Nomination Committee with sufficient resources to discharge its duties. The Nomination Committee shall have the right to decide, when it deems necessary, to engage headhunting firms to assist in identifying qualified candidates for directors and senior management. The term of engagement and fees of the above intermediaries shall be determined by the committee, and any reasonable expenses incurred shall be borne by the Company.

Article 9 The Nomination Committee is accountable to the Board, and its recommendations shall be submitted to the Board for consideration and decision. The nomination of director candidates shall, after review by the Board, be submitted to the Shareholders' meeting for approval before implementation. The controlling shareholder shall fully respect the recommendations of the Nomination Committee unless there are sufficient reasons or reliable evidence; otherwise, no alternative candidates for directors or senior management may be proposed.

Article 10 The Nomination Committee shall make public its Terms of Reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website, explaining its role and the powers delegated to it by the Board.

Chapter 4 Working Procedures

Article 11 The Human Resources Department shall serve as the routine working body of the Nomination Committee, responsible for the preparatory work of the committee meetings and assisting in the preparation of relevant meeting materials.

Article 12 The procedures for the selection of directors and senior management are as follows:

- (1) The Human Resources Department and the Nomination Committee shall actively communicate with relevant departments of the Company to assess the need for new directors and senior management and form written documentation;
- (2) The Nomination Committee may widely search for candidates for directors and senior management within the Company, its controlling (or invested) enterprises, and the talent market;
- (3) The Nomination Committee shall collect and understand the preliminary candidates' professional background, education, professional titles, detailed work experience, all concurrent positions, and other relevant information, and compile written materials;
- (4) Obtain the nominee's written consent to the nomination; otherwise, the individual shall not be considered as a candidate for director or senior management;
- (5) Convene a meeting of the Nomination Committee to review the qualifications of preliminary candidates based on the appointment criteria for directors and senior management;
- (6) Within a reasonable period prior to the election of new directors or the appointment of new senior management, submit the proposed candidates and relevant materials to the Board for consideration;
- (7) Carry out other follow-up work based on the decisions and feedback of the Board.

Article 13 The Chairman of the Nomination Committee or, in his/her absence, another member of the Nomination Committee (who must be an independent non-executive director) shall attend the Company's annual general meeting and respond to questions raised by shareholders regarding the activities and responsibilities of the Nomination Committee.

Chapter 5 Rules of Procedure

Article 14 Members of the Nomination Committee must owe the Company a duty of loyalty and a duty of diligence in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, and the Articles of Association. The recommendations or proposals made at the meetings of the Nomination Committee must comply with the requirements of applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, and the Articles of Association.

Article 15 The Nomination Committee shall, in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, and the Articles of Association, and in light of the Company's actual circumstances, study the eligibility criteria, selection procedures, and term of office for directors and senior management, and submit its resolutions to the Board for consideration. If the Board proposes to submit a resolution at the Shareholders' meeting for the election of a person as an independent non-executive director, the circular and/or explanatory letter to shareholders accompanying the Shareholders' meeting notice shall set out the following:

- (1) The process used for identifying the individual, the reasons the Board believes the individual should be elected, and the reasons why the Board considers the individual to be independent;
- (2) If an independent non-executive director will serve as a director of a seventh (or more) listed company, the reasons for the Board to consider that such person can still devote sufficient time to the Board;
- (3) The perspectives, skills, and experience the individual is expected to bring to the Board;
- (4) How the individual will contribute to the diversity of the Board.

Article 16 A meeting of the Nomination Committee may be convened if deemed necessary by the chairman of the committee, upon the proposal of more than half of the committee members, or at the suggestion of the chairman of the Board. Regular meetings shall be held at least once a year.

Article 17 The chairman of the Nomination Committee shall convene the meeting and issue a notice of meeting. The notice of meeting and the meeting materials shall be delivered to all members three days in advance of the meeting. The advance notice requirement may be waived by the unanimous consent of all members.

Article 18 The chairman of the Nomination Committee shall convene the meeting, and in the event that the chairman of the committee is unable to attend, another member (independent non-executive director) may be appointed to chair the committee meeting.

Article 19 A meeting of the Nomination Committee shall be held only when at least two-thirds of the members are present, and at least one of them must be an independent non-executive director. A member who is unable to attend may authorize another member in writing to attend and vote on his behalf. The letter of authorization shall specify the name of the proxy, the matters entrusted, the scope of authorization, and the validity period, and shall be signed or sealed by the principal and submitted to the meeting chairperson no later than before the vote at the meeting. A member who does not attend the Nomination Committee meeting and does not appoint a representative to attend shall be deemed to have waived his voting rights at that meeting.

Resolutions passed at the meeting shall be approved by more than half of all the members, and relevant resolutions or opinions shall be signed by the members of the Nomination Committee attending the meeting. Each member is entitled to one vote, which is divided into three categories, namely "for", "against" and "abstain". In the event of an equal number of affirmative votes and negative votes, the chairman of the committee shall be entitled to one additional vote.

Article 20 Meetings of the Nomination Committee may be held by on-site meetings, teleconferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 21 When necessary, the Nomination Committee may invite the Company's directors, the Audit Committee, senior management and external advisors to attend its meetings. Attendees may provide explanations or clarifications on matters under discussion, but non-members shall not have voting rights.

Article 22 The Company shall provide the Nomination Committee with sufficient resources to discharge its duties. If necessary, the Nomination Committee may engage intermediaries to provide professional advice for its decision-making, and any reasonable expenses incurred shall be borne by the Company.

Article 23 The convening procedures, voting methods and resolutions passed at the meetings of the Nomination Committee shall comply with the requirements of applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association and these Terms of Reference.

Article 24 Nomination Committee meetings shall be recorded, and the members present shall sign the meeting minutes. Attending members shall have the right to request that explanatory notes be added to the minutes regarding their statements made during the meeting. The minutes shall be kept by the secretary to the Board of the Company for a period of ten years. Resolutions and voting results passed at the committee meetings shall be reported to the Board in writing. If any member gives reasonable notice, the relevant meeting minutes shall be made available for inspection at any reasonable time. After the conclusion of a Committee meeting, a draft and final version of the meeting minutes shall be circulated to all members within a reasonable period. The draft is for members to express their comments, and the final version shall serve as the official record.

Article 25 The Nomination Committee shall reach clear and definite conclusions on the proposals it reviews, including: approval, rejection, or reconsideration upon supplementation of information. Resolutions and voting results passed at the Nomination Committee meetings shall be reported to the Board of the Company in writing for its consideration.

Article 26 Members present and attendees at the meeting are obliged to keep confidential the matters discussed at the meeting and are not allowed to disclose the relevant information without authorization, unless according to provisions otherwise required by applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and/or regulatory authorities.

Chapter 6 Avoidance System

Article 27 Where a member of the Nomination Committee himself/herself or his/her immediate relatives, or other enterprises controlled by the member or his/her immediate relatives are interested, directly or indirectly, in any issue discussed at the meetings, the member shall disclose as soon as possible the nature and extent of the interest to the Nomination Committee.

Article 28 In the event of any such circumstances as set forth above, the interested member shall give a detailed explanation of the relevant circumstances at the meetings of the Nomination Committee and clearly indicate that he/she will recuse himself/herself from voting. However, if the other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting. In case the Board of the Company considers it inappropriate for the interested member to participate in the voting as mentioned in the preceding paragraph, it may revoke the voting results, and require the other uninterested members to vote on the relevant proposals again.

Article 29 The Nomination Committee shall consider and make a resolution on the proposal without counting interested members as a quorum. In case the quorum of the meeting of the Nomination Committee after the recusal of interested members is less than the minimum quorum, all the members (including interested members) shall make a resolution on the procedural issues regarding submitting such proposals to the Board of the Company for consideration, and the Board of the Company shall consider such proposals accordingly.

Article 30 The minutes and resolutions of the Nomination Committee meetings shall specify the fact that the interested members were not counted as a quorum and did not participate in the voting.

Chapter 7 Supplementary Provisions

Article 31 The terms “at least” and “within” as mentioned in these Terms of Reference include the stated figures; “over” does not include the stated figures.

Article 32 This Terms of Reference are deliberated and approved by the Board, and shall come into force and be implemented from the day on which the H shares in the Company’s public offering are listed for trading on The Stock Exchange of Hong Kong Limited.

Article 33 The Board shall be responsible for the revision and interpretation of these Terms of Reference.

Article 34 Matters not covered by these Terms of Reference shall be implemented in accordance with the provisions of the applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules, the relevant regulatory rules of the place of listing and the Articles of Association. Where there is a conflict between these Terms of Reference and the applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules, the relevant regulatory rules of the place of listing and the Articles of Association, such applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules, the relevant regulatory rules of the place of listing and the Articles of Association shall prevail for implementation, and these Terms of Reference shall be revised as soon as possible for submission to the Board for consideration and approval.