

Viewtrix Technology Co., Ltd

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

Chapter 1 General Provisions

Article 1 In order to further establish and improve the selection criteria and procedures for directors and senior management of Viewtrix Technology Co., Ltd (the “Company”), and improve the corporate governance structure of the Company, in accordance with the Company Law of the People’s Republic of China (the “Company Law”), 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 Viewtrix Technology Co., Ltd (the “Articles of Association”) and other laws and regulations, the Company has established the Nomination Committee of the board of directors (the “Board”) and formulated the following terms of reference in light of the actual conditions of the Company.

Article 2 The Nomination Committee of the Board is mainly responsible for proposing candidates for directors and senior management, conducting research on the selection criteria and procedures, and providing advice and recommendations to the Board.

Chapter 2 Composition

Article 3 The members of the Nomination Committee shall consist of at least three (3) directors, with the independent non-executive directors constituting more than half of the committee members. The Nomination Committee shall have at least one director of a different gender.

Article 4 The members of the Nomination Committee shall be nominated by the chairman of the Board, one-half (1/2) or more of the independent non-executive directors or one-third (1/3) or more of the members of the Board, and shall be elected by the Board through more than half of all the directors.

Article 5 Members of the Nomination Committee must meet the following criteria:

- (I) he/she does not fall into the categories where a person shall not serve as a director in accordance with the Company Law, the Hong Kong Listing Rules and other laws and regulations or the Articles of Association;
- (II) he/she has not been declared as an unsuitable candidate by any stock exchange within the last three years;
- (III) he/she has not been subject to any administrative penalties imposed by the China Securities Regulatory Commission due to gross violation of laws and regulations within the last three years;
- (IV) he/she is familiar with relevant national laws and administrative regulations, demonstrates sound ethics, possesses relevant expertise, and is familiar with the operations and management of the Company;

- (V) he/she adheres to the principle of integrity, is honest and self-disciplined, demonstrates dedication to duties, and actively safeguards the interests of the Company and shareholders;
- (VI) he/she has strong capabilities in comprehensive analysis and independent judgment and the ability to work independently;
- (VII) other criteria under relevant laws, regulations or the Articles of Association.

Article 6 A person who does not meet the criteria prescribed in the preceding article shall not be elected as a member of the Nomination Committee. A member of the Nomination Committee who becomes disqualified in accordance with the requirements of the preceding article during his/her term shall resign or be removed by the Board.

Article 7 The Nomination Committee shall have one (1) chairperson, who shall serve as the convener and be responsible for directing the work of the committee. The chairperson of the committee shall be the chairman of the Board and shall be approved by the Board.

Article 8 The term of office of a member of the Nomination Committee is the same as that of him/her as a director, and committee members are eligible for re-election upon the expiry of their term of office. Before the expiry of his/her term of office, if a member ceases to be a director or a member who should be an independent non-executive director ceases to have the independence required by the relevant laws, regulations or the Articles of Association, such member shall automatically lose his/her membership. A committee member may resign before the expiry of his/her term of office, in which case he/she shall submit a written resignation letter to the Board, and the resignation letter can only take effect after being approved by the Board. Where the number of members of the committee falls below two-thirds (2/3) of the required number or independent non-executive directors no longer constitute a majority of the committee due to members' resignation or removal or other reasons, the Board shall fill the vacancies in accordance with the above provisions. Additionally, the outgoing member shall continue to perform relevant duties in accordance with these terms of reference before the newly elected member takes office.

Article 9 The daily liaison and meeting organization for the Nomination Committee will be handled by relevant departments.

Chapter 3 Duties and Authorities

Article 10 The main duties and authorities of the Nomination Committee are:

- (I) to review the structure, size and composition of the Board (including skills, knowledge and experience) at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board in line with the corporate strategies;
- (II) to review the Board diversity policy and the measurable objectives set by the Board for implementing the policy and the progress on achieving those objectives from time to time; and to disclose the results of the review annually in the Company's annual report;
- (III) to make recommendations to the Board on the size and composition of the Board based on the Company's operating activities, asset size and shareholding structure;

- (IV) to conduct research on the selection criteria and procedures for directors and senior management and make recommendations;
- (V) to conduct extensive searches for qualified candidates for directors and senior management, to identify persons suitably qualified to become directors and senior management, and to select and nominate such persons for directorships and senior management or provide advice to the Board thereon;
- (VI) to review and make recommendations on candidates for directors and senior management and their qualifications;
- (VII) to assess each Director's time commitment and contribution to the Board, and whether the Director is able to effectively discharge his/her duties, taking into account the Director's professional qualifications and work experience, existing directorships in issuers listed on the Main Board or GEM, time commitments involved in the Director's other significant external affairs, and other factors or circumstances relating to the Director's character, integrity, independence and experience.
- (VIII) to assess the independence of independent non-executive directors;
- (IX) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the general manager;
- (X) to support the Company's regular evaluation of the performance of the Board;
- (XI) where an independent non-executive director proposed to be re-appointed has served for more than nine years, to explain to the Board why such Director is still considered to be independent and should be re-elected, including the factors considered, the process and discussion in reaching such determination, and such re-election shall be subject to approval by the Shareholders by way of a separate resolution;
- (XII) to formulate development plans for senior management and critical talent pool;
- (XIII) where the Board proposes to appoint a person as an independent non-executive director, to explain to the Board (a) the process applied for identifying such person, the reasons for the appointment of such person and why they consider such person to be independent; (b) where the proposed independent non-executive director will be holding directorship in seven (or more) issuers listed on the Main Board or GEM, the reasons why such person would still be able to devote sufficient time to discharge his/her duties as a Director; (c) the perspectives, skills and experience that such person can bring to the Board; and (d) how such person contributes to the diversity of the Board, and such appointment shall be subject to approval by the Shareholders by way of a separate resolution;
- (XIV) other matters stipulated in laws, regulations, rules, normative documents and the Articles of Association and authorized by the Board.

Article 11 The Nomination Committee shall be accountable to the Board of the Company, and its proposals must be submitted to the Board for consideration and decision. The Nomination Committee shall provide all research and discussions, materials and information to the Board in the form of reports, recommendations or summaries for the Board's study and decision-making.

Article 12 The chairperson shall fulfill the following duties:

- (I) to convene and preside over committee meetings;
- (II) to review and sign committee reports;
- (III) to review the implementation of the resolutions and recommendations of the committee;
- (IV) to report to the Board on behalf of the committee;
- (V) to perform such other duties which should be performed by the chairperson.

If the chairperson is unable to perform his/her duties for any reason, another independent non-executive director appointed by him/her shall act on his/her behalf. In the absence of such appointment, a member elected by a majority of all members then capable of performing their duties shall act on his/her behalf.

Chapter 4 Decision-making Process

Article 13 The Nomination Committee shall, in accordance with the provisions of relevant laws, regulations, the Hong Kong Listing Rules and the Articles of Association, and taking into account the actual situation of the Company, study the eligibility criteria, selection procedures and term of office of the Company's directors and senior management, formulate decisions, and file them for record and submit them to the Board for review and approval before implementation.

Article 14 The selection and appointment procedures for directors and senior management include:

- (I) the Nomination Committee should actively communicate with relevant departments, to assess the Company's needs for new directors and senior management, and formulate written materials;
- (II) the Nomination Committee may extensively search for candidates for directors and senior management within the Company, its controlled (affiliated) companies and the talent markets;
- (III) to collect information on (among others) the profession, educational background, professional titles, detailed work experience, and concurrent positions of the candidates and formulate written materials;
- (IV) to solicit nominees' opinions and requirements on their nominations, and a nominee may not be selected as a candidate for director or senior management without the nominee's consent;
- (V) to convene meetings of the Nomination Committee to review the eligibility of preliminary candidates based on the qualification requirements for directors and senior management;

- (VI) to submit proposals and relevant materials on candidates for new directors and senior management to the Board within a reasonable period of time before the election of new directors and the appointment of new senior management;
- (VII) to carry out other follow-up work based on the decisions and feedback of the Board.

Chapter 5 Rules of Procedure

Article 15 The Nomination Committee shall hold a meeting upon the request of the Board or the proposal of the chairperson of the Nomination Committee, and a notice shall be given three (3) days prior to the meeting by means of correspondence, email or fax. With the consent of all members, the aforesaid notice period requirement may be waived, provided that the chairperson of the meeting shall make an explanation at the meeting and provide sufficient supporting information for the members to exercise their voting rights. The meeting shall be presided over by the chairperson of the committee. Where the chairperson is unable or fails to perform his/her duties, he/she shall appoint another member to act on his/her behalf; where the chairperson neither performs his/her duties nor appoints another member to act on his/her behalf, a majority of the members present may elect one (1) member to perform the duties on the behalf of the chairperson, and the relevant circumstance shall be reported to the Board in a timely manner.

Article 16 The notice of a meeting shall include the following information:

- (I) the time, venue and manner of the meeting;
- (II) the duration of the meeting;
- (III) topics to be discussed at the meeting;
- (IV) the contact person and contact details;
- (V) the date of the meeting notice.

Article 17 The meeting agenda and all relevant meeting documents shall be sent to all members of the committee and, where appropriate, other attendees in a timely manner in accordance with the provisions of these terms of reference. Before the meeting, members shall fully read the meeting materials.

Article 18 As a general rule, meetings of the Nomination Committee shall be held by way of on-site meeting, video conference or teleconference. Where it is impossible to hold an on-site meeting, video conference or teleconference due to emergencies, force majeure or other special reasons, the meeting may be held through written correspondence.

Article 19 The meeting of the Nomination Committee shall be held only with the attendance of two-thirds (2/3) or more of its members. Each member shall have one vote. Decisions made at the meeting must be passed by more than half of all the members present.

Article 20 Meetings of the Nomination Committee shall be attended by members in person. If a member is unable to attend a meeting for any reason, he/she may appoint another member in writing to attend the meeting on his/her behalf. Where a member does not attend a meeting of the Nomination Committee nor appoint a representative to attend such meeting, he/she shall be deemed to have abstained from voting at such meeting.

Article 21 If any member of the Nomination Committee fails to attend in person nor appoint another member as his/her representative to attend meetings for two (2) consecutive times, such member shall be deemed to be unable to perform his/her duties, and other members of the Nomination Committee shall recommend to the Board to remove and replace such member.

Article 22 Votes shall be taken by a show of hands or by poll at the meetings of the Nomination Committee; voting by correspondence may be adopted when necessary.

Article 23 A written resolution passed and signed by all members of the Nomination Committee shall be as valid as if it had been passed at a meeting duly convened and held by the Nomination Committee.

Article 24 Directors, senior management and the heads of relevant departments of the Company may also be invited to attend meetings of the Nomination Committee as non-voting participants if necessary.

Article 25 If necessary, the Nomination Committee may engage an intermediary to provide professional advice for its decision-making at the Company's expense.

Article 26 The procedures for holding a Nomination Committee meeting, the voting methods and the resolutions passed at such meeting must comply with the provisions of relevant laws, regulations, the Articles of Association and these terms of reference.

Article 27 Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached by the Nomination Committee, including any concerns raised by the members or any dissenting views expressed by the members, and shall record at least the following: the date, time, venue, convener, chairperson, attendees (those appointed by others to attend the meeting shall be specially indicated), and agenda of the meeting, the key points of the members' speeches on the matters considered, the voting results (the number of votes in favor, against or abstain shall all be clearly indicated) of each matter and other matters that need to be explained and recorded in the minutes.

Article 28 The minutes of meetings shall be signed by each attending member; all documents, reports, resolutions and minutes of meetings of the Nomination Committee shall be kept by the securities department in accordance with the file management system of the Company. The draft and final version of the minutes of meetings shall be sent to all committee members within a reasonable period of time after the meeting, with the draft being provided to members for comments and the final version being kept as a record thereof. Directors of the Company may inspect the minutes at any reasonable time upon reasonable notice.

Article 29 Members present at the meetings, and those present as observers, shall have a duty of confidentiality with regard to matters discussed during such meetings. No unauthorized disclosure of such information shall be allowed, unless otherwise stipulated by relevant laws, regulations and/or rules of regulatory bodies.

Chapter 6 Abstention from Voting

Article 30 When a member of the Nomination Committee or his/her immediate family members, or any company controlled by a member of the Nomination Committee or his/her immediate family members has direct or indirect interests in the matters to be discussed at meetings of the Nomination Committee, such member shall disclose the nature and extent of such interests to the Nomination Committee as soon as possible.

Article 31 In the event of the circumstances described in the preceding article, the interested member shall abstain from voting at the meeting of the Nomination Committee. However, if other members of the Nomination Committee unanimously agree, after consideration, that such interests would have no material influence on matters to be voted on, the interested member may vote.

Article 32 Where the Board of the Company considers it is improper for the interested member in the preceding article to vote, it may revoke the voting results of the relevant resolution and request a re-vote on the relevant resolution by non-interested members.

Article 33 A meeting of the Nomination Committee shall consider and resolve on proposals without counting the interested members toward the quorum. If the minimum quorum of the meeting of the Nomination Committee is not present after the recusal of interested members, all members (including the interested members) shall resolve upon the procedural matters regarding whether to submit the resolution to the Board of the Company for approval, and the Board of the Company shall consider such resolution accordingly.

Article 34 Minutes of meetings of the Nomination Committee and resolutions passed at the meetings shall clearly state that the interested members are not counted toward the quorum and have not voted on such resolutions.

Chapter 7 Supplementary Provisions

Article 35 The requirements of the Company Law, the Hong Kong Listing Rules and the Articles of Association on the obligations of directors are applicable to members of the Nomination Committee.

Article 36 Any matters not covered herein shall be governed by laws, regulations, the Hong Kong Listing Rules, the Articles of Association and other normative documents.

Article 37 Unless otherwise defined, the terms of “at least” and “at most” referred to in these terms of reference shall include the figure mentioned; the expression of “more than half” shall not include the figure mentioned.

Article 38 These terms of reference shall be considered and approved by the Board of the Company and shall be effective and implemented from the date of initial public offering of overseas listed shares (H shares) of the Company and listing on the Main Board of The Stock Exchange of Hong Kong Limited. These terms of reference shall take effect from the date of approval by the Board of the Company when any amendments are made. From the effective date of these terms of reference, the original Rules of Procedure of the Nomination Committee of the Board of Directors of Viewtrix Technology Co., Ltd shall automatically lapse.

Article 39 These terms of reference shall be construed and interpreted by the Board of the Company.

Article 40 Unless otherwise provided or required by the context, the terms used herein shall have the same meanings as those in the Articles of Association.