

# **Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd.**

## **Terms of Reference of the Nomination Committee**

**(Applicable after Listing on the Stock Exchange)**

### **Chapter 1 General Provisions**

**Article 1** In order to regulate the appointment of Directors and senior management of Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (hereinafter referred to as the “Company”), optimize the composition of the Board of Directors, and improve the corporate governance structure, these Terms of Reference of the Nomination Committee of the Board of Directors of Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (hereinafter referred to as “these Terms of Reference”) are formulated 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 (hereinafter referred to as the “Listing Rules”), Appendix C1 to the Listing Rules (hereinafter referred to as the “Corporate Governance Code”), the regulatory rules of securities regulatory authorities and stock exchanges at the place where the Company’s shares are listed, including The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”), and the relevant provisions of the Articles of Association of Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (hereinafter referred to as the “Articles of Association”), and in light of the actual situation of the Company.

**Article 2** The Nomination Committee is a special working body established under the Board, primarily responsible for formulating the selection criteria and procedures for the Company’s Directors and senior management, selecting and reviewing candidates for Directors and senior management and their qualifications, and making recommendations to the Board.

**Article 3** For the purposes of these Terms of Reference, “Directors” refers to all Directors elected by the general meeting, including independent non-executive Directors; “senior management” refers to the general manager, deputy general managers, secretary to the Board, chief financial officer (financial controller), and other senior management as stipulated in laws and regulations, the securities regulatory rules at the place where the Company’s shares are listed, and the Articles of Association, all of whom are appointed by the Board.

### **Chapter 2 Composition**

**Article 4** The Nomination Committee shall comprise three Directors, at least two of whom shall be independent non-executive Directors.

**Article 5** Members of the Nomination Committee (hereinafter referred to as “Members”) shall be nominated by the chairman of the Board or by not less than one-third of all Directors or by not less than half of the independent non-executive Directors, and shall be elected by a simple majority of the Board. Upon approval of the proposal to elect Members, newly appointed Members shall assume office immediately after the conclusion of the Board meeting.

**Article 6** The Nomination Committee shall have one convener (i.e. chairman of the Committee), who shall be the chairman of the Board or an independent non-executive Director Member, responsible for presiding over the work of the committee. The chairman of the Nomination Committee shall be elected or removed by the Nomination Committee and shall be subject to the approval of the Board.

**Article 7** The term of office of Members of the Nomination Committee shall be consistent with that of the Board of the same session. Upon expiration of their term, Members may be re-elected and serve consecutive terms. If during the term of office any Member ceases to serve as a Director of the Company, or any Member who is required to have the status of an independent non-executive Director no longer meets the independence requirements stipulated in the Company Law, the Articles of Association, the Administrative Measures for Independent Directors of Listed Companies, the Listing Rules and other relevant regulations, such Member shall automatically lose his qualification as a Member.

### **Chapter 3 Duties and Powers**

**Article 8** The Nomination Committee shall be responsible for formulating the selection criteria and procedures for Directors and senior management, selecting and reviewing candidates for Directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

- (1) to study the selection criteria and procedures for Directors and senior management, and to make recommendations to the Board;
- (2) to nominate or recommend the appointment or removal of Directors, to submit nomination opinions to the Board, and to review candidates for Directors and make recommendations thereon;
- (3) to recommend the appointment or dismissal of senior management, and to review candidates for senior management of the Company and make recommendations thereon;
- (4) to review the independence of independent non-executive Directors;
- (5) to review at least annually the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy;
- (6) to make recommendations to the Board on the structure of the Board's special committees and the selection of relevant committee members based on the Company's business activities, asset size and shareholding structure;
- (7) to identify widely qualified candidates for Directors and senior management positions, and to make recommendations to the Board on the selection and nomination of individuals to serve as Directors and senior management;
- (8) to assess the work performance of Directors and, based on the assessment results, to provide opinions or recommendations on the replacement, reappointment or succession of Directors (including the Chairman and chief executive officer (if any));
- (9) to formulate and, as appropriate, review and implement the Board Diversity Policy adopted by the Board from time to time, and to disclose such policy and a summary thereof in the corporate governance report;
- (10) other matters as authorized by the Board;

- (11) other matters as stipulated in laws, administrative regulations, the Listing Rules, regulations of the China Securities Regulatory Commission, relevant regulatory rules of securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, the opinions of the Nomination Committee and the specific reasons for non-adoption shall be recorded in the Board resolutions and disclosed.

**Article 9** The Nomination Committee shall be accountable to the Board. Proposals within the scope of duties of the Nomination Committee shall first be reviewed and approved by the Nomination Committee before being submitted by the Nomination Committee to the Board for consideration.

**Article 10** If the Board proposes to put forward a resolution at a general meeting to elect a person as an independent non-executive Director, the circular to shareholders and/or explanatory statement accompanying the notice of such general meeting shall set out:

- (1) the process used to identify the person, the reasons why the Board believes the person should be elected, and the reasons why the Board considers the person to be independent;
- (2) if the proposed independent non-executive Director will serve as a Director of a seventh (or more) listed company, the reasons why the Board believes the person can still devote sufficient time to discharge his directorial responsibilities;
- (3) the perspectives and angles, skills and experience the person can bring to the Board; and
- (4) how the person will contribute to diversity of the Board.

**Article 11** The rights and obligations of Members of the Nomination Committee are as follows:

- (1) to attend meetings of the committee on time, express opinions on matters under discussion at the meetings, and exercise voting rights;
- (2) to propose agenda items for discussion at meetings of the committee;
- (3) to attend or observe relevant meetings of the Company, conduct investigations and research, and obtain relevant information such as reports, documents and materials as necessary for the performance of duties;
- (4) to fully understand the duties of the committee and the duties as a Member, to be familiar with the Company's business management, business activities and development related to such duties, and to ensure the ability to perform duties;
- (5) to fully ensure the working time and energy devoted to the performance of duties;

- (6) other duties required to be performed or granted by laws, administrative regulations, the Listing Rules, regulations of the China Securities Regulatory Commission, relevant regulatory rules of securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, these Terms of Reference, or the Board.

## **Chapter 4 Decision-Making Procedures**

**Article 12** The selection and appointment procedures for Directors and senior management:

- (1) the Nomination Committee shall actively communicate with relevant departments of the Company, study the Company's needs for new Directors and senior management, and prepare written materials;
- (2) the Nomination Committee may conduct extensive searches for candidates for Directors and senior management within the Company, its holding (invested) companies, branches and the human resources market;
- (3) collect information on the profession, education, professional titles, detailed work experience, and all concurrent positions of preliminary candidates, and prepare written materials;
- (4) obtain the consent of the nominees to the nomination; otherwise, they cannot be considered as candidates for Directors or senior management;
- (5) convene a meeting of the Nomination Committee to conduct qualification reviews of preliminary candidates based on the appointment conditions for Directors and senior management;
- (6) submit recommendations and relevant materials to the Board on candidates for Directors and senior management to be newly appointed one to two months prior to the election of new Directors and appointment of new senior management;
- (7) conduct other follow-up work based on decisions and feedback from the Board.

## **Chapter 5 Rules of Procedure**

**Article 13** The Nomination Committee shall convene meetings from time to time as required. In the event of any of the following circumstances, a committee meeting shall be convened:

- (1) when the Board considers it necessary;
- (2) when the chairman of the Nomination Committee considers it necessary;
- (3) when it is proposed by more than two Members.

**Article 14** Meeting notices and meeting materials shall be sent to all Members in writing three days prior to the meeting. The content of the meeting notice shall include the manner, time, venue, duration and agenda of the meeting, the date of issue of the notice and relevant materials. The notice may be delivered by hand delivery, mail, email, fax or other means. In urgent circumstances where a meeting needs to be convened as soon as possible, meeting notices may be given at any time by telephone or other oral means, provided that the chairman of the committee shall provide an explanation at the meeting.

**Article 15** Upon receipt of a meeting notice, Members shall promptly confirm and provide feedback on relevant information (including but not limited to whether they will attend the meeting, travel arrangements, etc.) in an appropriate manner.

**Article 16** Members shall attend meetings in person. When a Member is unable to attend a meeting in person for any reason, he may authorize in writing another Member of the committee to attend on his behalf. If a Member neither attends a meeting of the Nomination Committee nor appoints a representative to attend on his behalf, he shall be deemed to have waived his voting rights at that meeting.

**Article 17** Meetings of the Nomination Committee shall be presided over by the chairman of the Nomination Committee. When the chairman is unable to preside, he may authorize another independent non-executive director Member to preside, or a Member may be elected by a simple majority of the Members attending the meeting to preside.

**Article 18** A meeting of the Nomination Committee shall be held only when attended by two-thirds or more of the Members; each Member shall have one vote; and resolutions made at the meeting must be approved by a simple majority of all Members.

**Article 19** The voting method at meetings of the Nomination Committee shall be conducted by open ballot. Subject to ensuring that Members have fully expressed their opinions, resolutions may also be made by way of voting by correspondence, and shall be signed by the Members attending the meeting.

**Article 20** Meetings of the Nomination Committee may be held in appropriate forms such as physical meetings, telephone conferences, video conferences, circulation of documents, fax, email, etc.

**Article 21** The Nomination Committee may invite the Directors and other senior management of the Company, as well as external consultants, to attend the meeting when necessary. Attendees at meetings may provide explanations or clarifications on matters under discussion at the meetings, but non-Members shall have no right to vote.

**Article 22** If necessary, the Nomination Committee may engage intermediary agencies to provide professional opinions for its decision-making, and the expenses shall be paid by the Company.

**Article 23** When a Member of the Nomination Committee has a direct or indirect interest in a matter under discussion at a meeting, such Member shall abstain from voting on that matter.

**Article 24** The convening procedures, voting methods and resolutions passed at meetings of the Nomination Committee must comply with the provisions of relevant laws, administrative regulations, departmental rules, normative documents, securities regulatory rules at the place where the Company's shares are listed, the Articles of Association and these Terms of Reference.

**Article 25** Minutes shall be kept of meetings of the Nomination Committee, and Members attending the meeting and the minute-taker shall sign the minutes; the minutes shall be filed and kept by the secretary to the Board. The retention period shall be no less than 10 years.

**Article 26** Resolutions passed at meetings of the Nomination Committee and the voting results shall be reported to the Board in writing.

**Article 27** Members attending meetings and attendees at meetings shall have a duty of confidentiality in respect of matters discussed at the meetings and shall not disclose relevant information without authorization.

## **Chapter 6 Supplementary Provisions**

**Article 28** Matters not covered by these Terms of Reference shall be handled in accordance with the provisions of laws, administrative regulations, departmental rules, normative documents, the Listing Rules, relevant regulatory rules of securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and the Articles of Association, taking into account the actual circumstances of the Company. In the event of any conflict between these Terms of Reference and the provisions of laws, administrative regulations, departmental rules, normative documents, the Listing Rules, relevant regulatory rules of securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and the Articles of Association promulgated from time to time, the provisions of laws, administrative regulations, departmental rules, normative documents, the Listing Rules, relevant regulatory rules of securities regulatory authorities and stock exchanges at the place where the Company's shares are listed, and the Articles of Association shall prevail.

**Article 29** For the purposes of these Terms of Reference, the terms "or more", "within" and "or less" are inclusive of the stated number; the terms "less than", "other than", "below", "more than" and "exceed" are exclusive of the stated number.

**Article 30** These Terms of Reference shall be interpreted by the Board.

**Article 31** These Terms of Reference shall be approved by the Board and shall become effective from the date on which the issuance of H shares by the Company is filed with the China Securities Regulatory Commission and such shares are listed for trading on The Stock Exchange of Hong Kong Limited.

Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd.  
Board of Directors  
December 2025