Shenzhen Kinwong Electronic Co., Ltd.
Terms of Reference of the Nomination Committee of the Board

Chapter I General Provisions

Article 1 To regulate the selection and appointment of the decision-making management personnel of Shenzhen Kinwong Electronic Co., Ltd. (the "Company"), optimise the composition of the Board and improve the corporate governance structure, the Company hereby establishes the Nomination Committee of the Board (the "Committee") and formulates these terms of reference, in accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (《上海證券交易所股票上市規則》), the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies — Standardized Operation (《上海證券交易所上市公司自律監管指引第1號—規範運作》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Shenzhen Kinwong Electronic Co., Ltd. (the "Articles of Association") and other relevant provisions.

Article 2 The Committee is a specialised working body under the Board. Its primary duties are to formulate the selection criteria and procedures for Directors and senior management, and to screen and review candidates for Directors and senior management and their qualifications and make recommendations.

Chapter II Composition

Article 3 The Committee shall consist of 3 Director members, a majority of whom shall be independent Directors. The Nomination Committee shall include at least one Director of a different gender.

Article 4 Members of the Committee shall be nominated by the chairman, more than 1/2 of the independent Directors or 1/3 of all Directors, and shall be elected by the Board. If a member becomes unsuitable for office during his or her term of office, that member shall voluntarily resign or be replaced by the Board of the Company.

Article 5 The Committee shall have 1 chairperson (convener), who shall be an independent Director and shall preside over the work of the Committee and convene its meetings. The chairperson shall be elected from among the members and approved by the Board. Where the chairperson (convener) cannot or is unable to perform his or her duties, he or she may appoint 1 member who is an independent Director to perform such duties on his or her behalf.

Article 6 The term of office of the Committee shall be the same as the term of office of the Board. Members may be re-elected upon expiry of their term of office. If, during such term, any member of the Committee ceases to be a Director of the Company, or a member who is required to be an independent non-executive Director no longer satisfies the independence requirements under the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, such member shall automatically cease to be a member of the Committee, and the Board shall fill the vacancies in accordance with Articles 3 to 5 above.

Where the resignation of an independent Director causes the proportion of independent Directors on the Committee (including the requirement for at least one Director of a different gender) to fail to meet the requirements of these terms of reference, laws and regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, the Board shall fill the vacancies in accordance with Articles 3 to 5 above.

Chapter III Duties and Powers

Article 7 The duties of the Committee are to formulate the selection criteria and procedures for Directors and senior management, and to screen and review candidates for Directors and senior management and their qualifications, and to make recommendations to the Board on the following matters:

(I) To review the structure, size and composition of the Board and the diversity of its members (including skills, knowledge and experience) at least annually, and make recommendations on any proposed changes to the Board to complement the issuer's corporate strategy;

(II) To identify individuals suitably qualified to become Directors and members of senior management, and select and nominate such individuals for appointment as Directors or members of senior management or make recommendations to the Board in this regard;

(III) To assess and verify the independence of independent non-executive Directors;

(IV) To make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;

(V) To support the issuer in its regular assessment of Board's performance;

(VI) Other matters prescribed by laws and regulations, the relevant provisions of the China Securities Regulatory Commission (CSRC) and the stock exchange of the place where the Company's shares are listed, and the Articles of Association.

Where the Board does not adopt, or does not fully adopt, the Committee's recommendations, it shall record the Committee's opinions and the specific reasons for not adopting them in the Board resolutions and make disclosure thereof.

Article 8 The Committee shall be accountable to the Board. Proposals put forward by the Committee shall be submitted to the Board for review and decision.

Chapter IV Decision-making Procedures

Article 9 The Committee shall, in accordance with the relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and taking into account the Company's actual circumstances, study the eligibility criteria, selection procedures and term of office for Directors and senior management of the Company, form resolutions, file them for record and submit them to the Board for approval, and implement them accordingly.

Article 10 The selection and appointment procedures for Directors and senior management are as follows:

(I) The Committee shall actively communicate with the relevant departments of the Company to analyse the Company's needs for new Directors and members of senior management;

(II) The Committee may conduct a broad search for candidates for Directors and senior management within the Company, its controlled enterprises (or enterprises in which it holds equity interests), the talent market and other sources;

(III) To collect information on the occupations, educational qualifications, professional titles, detailed employment history and all concurrent positions of preliminary candidates, and compile written materials;

(IV) To obtain the nominee's consent to the nomination; otherwise, the nominee cannot be considered as a candidate for Director or senior management;

(V) To convene a Committee meeting to conduct a qualification review of preliminary candidates against the qualifications for appointment as Directors or senior management, and form clear review opinions;

(VI) Before the date of the Board meeting to elect new Directors and appoint new members of senior management, to submit recommendations on candidates for Directors and for new senior management appointments, together with the relevant materials, to the Board;

(VII) To carry out other follow-up work in accordance with the Board's decisions and feedback.

Chapter V Rules of Procedure

Article 11 The Committee shall hold meetings as required by actual needs. Meetings may be held in person or by means of communication. In principle, all members shall be given 3 days' notice of a meeting. The foregoing notice period requirement may be waived with the unanimous consent of all members.

Article 12 A meeting of the Committee may only be held when more than 2/3 of its members attend. Independent Directors shall attend Committee meetings in person. An independent Director who cannot attend a meeting in person for any reason shall review the meeting materials in advance, form clear opinions and appoint another independent Director in writing to attend on his or her behalf. Each member shall have 1 vote. Resolutions made at a meeting must be approved by a majority of all members.

Article 13 Voting at Committee meetings shall be by show of hands or poll. Voting by means of communication may be used for extraordinary meetings, with signatures required after voting for confirmation.

Article 14 Directors and members of senior management of the Company may be invited to attend Committee meetings when necessary.

Article 15 If necessary, the Committee may engage intermediaries to provide professional advice for its decision-making, at the Company's expense.

Article 16 The procedures for convening Committee meetings, the methods of voting and the proposals approved at meetings must comply with the relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and these terms of reference.

Article 17 Minutes shall be kept of Committee meetings, and members present at a meeting shall sign the meeting minutes. The meeting minutes shall be kept by the secretary of the Board.

Article 18 Proposals adopted at Committee meetings and the voting results shall be reported to the Board in writing.

Article 19 All members present at a meeting shall have a duty of confidentiality in respect of the matters discussed at the meeting and shall not disclose the relevant information without authorisation.

Chapter VI Supplementary Provisions

Article 20 For the purposes of these terms of reference, senior management refers to the general manager, deputy general managers, chief financial officer, secretary of the Board and other personnel prescribed in the Articles of Association, as appointed by the Board.

Article 21 Matters not covered by these terms of reference shall be handled in accordance with the relevant national laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In the event of any conflict between these terms of reference and any laws or regulations subsequently promulgated by the State, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association amended through lawful procedures, matters shall be handled in accordance with the relevant national laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 22 These terms of reference shall be interpreted by the Board of the Company.

Article 23 These terms of reference shall, following the review and approval by the Board of the Company, become effective on the date on which the H shares issued by the Company are listed on The Stock Exchange of Hong Kong Limited.

Shenzhen Kinwong Electronic Co., Ltd.