



长安仁恒

Zhejiang Chang'an Renheng Technology Co., Ltd.*

浙江长安仁恒科技股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8139)

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

Chapter 1: General Provisions

- Article 1: The Company has set up a Nomination Committee and formulated these Terms of Reference pursuant to the Company Law of the People's Republic of China, the Corporate Governance Code for Listed Companies, the Articles of Association, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulations for the purpose of governing the election and appointment of directors and senior management members of Zhejiang Chang'an Renheng Technology Co., Ltd. (hereinafter, the "Company"), optimizing the composition of the Board of Directors and improving the corporate governance structure.
- Article 2: The Nomination Committee of the Board of Directors shall be an ad hoc working body set up under the Board of Directors, in charge of conducting discussions and making recommendations on the nomination of as well as the selection criteria and procedures for the candidates for directors and other senior management members of the Company.

Chapter 2: Composition

- Article 3: The Nomination Committee shall be composed of not less than three directors, at least one of a different gender, and the majority of whom shall be independent non-executive directors.
- Article 4: The Board of Directors shall appoint the chairman of the Nomination Committee who shall be the chairman of the Board of Directors or an independent non-executive director.
- Article 5: The Nomination Committee shall have one convener in charge of managing the work of the committee. The convener shall be elected among the members, and approved by the Board of Directors.

* For identification purpose only

Article 6: The term of office of the Nomination Committee shall be the same as that of the Board of Directors. Members may serve for another term of office after being re-elected upon expiration of the term of office. If a member no longer serves as a director of the Company during the term of office, he/she shall be automatically disqualified as a member, and the number of members shall be made up by the committee pursuant to the electoral procedures specified under these Terms of Reference.

Chapter 3: Duties and Powers

Article 7: The main duties and powers of the Nomination Committee are:

- (1) to make recommendations to the Board of Directors on the size and composition (including the skills, knowledge and experience) of the Board of Directors in line with the Company's business activities, asset size and shareholding structure, and on any changes to be made thereto;
- (2) to examine the selection criteria and procedures for directors and managers, and make recommendations to the Board of Directors;
- (3) to seek qualified candidates for directors and managers extensively, and to select and nominate these individuals as directors or to advise the Board of Directors thereon;
- (4) to conduct a review and make recommendations on candidates for directors and managers;
- (5) to conduct a review and make recommendations on other senior management members who are subject to appointment by the Board of Directors;
- (6) to assess the independence of independent non-executive directors;
- (7) to make recommendations to the Board of Directors on the appointment or re-appointment of directors and on matters relating to the succession planning for directors (in particular the chairman and the chief executive officer);
- (8) to review the Board Diversity Policy, as appropriate; and reviewing the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and making disclosure of its review results in the Corporate Governance Report annually;

- (9) to review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for the role of Directors, having due regard to the Board's nomination policy;
- (10) to disclose the Board's nomination policy in the summary of work performed by the Nomination Committee during the year in the Corporate Governance Report; and
- (11) to handle other matters authorized by the Board of Directors.

Article 8: The Nomination Committee shall be accountable to the Board of Directors. Proposals of the Nomination Committee shall be submitted to the Board of Directors for consideration. Controlling shareholders shall fully respect the recommendations of the Nomination Committee unless there is adequate justification or reliable evidence, otherwise they may not propose alternative candidates for directors and managers.

Chapter 4: Decision-making Process

Article 9: The Nomination Committee shall, pursuant to the provisions of relevant laws and regulations as well as the Articles of Association together with the actual situation of the Company, examine the election requirements, selection process and terms of office for the Company's directors and managers, form a resolution, file it for the record, submit it to the Board of Directors for approval and implement it in compliance therewith.

Article 10: Election and appointment procedures for directors and managers:

- (1) the Nomination Committee shall proactively communicate with the Company's relevant departments, examine the Company's demand for directors and managers, and compose written materials;
- (2) the Nomination Committee may seek candidates for directors and managers extensively within the Company and controlled (or investee) enterprises as well as in the job market;
- (3) to collect details about the occupation, academic qualifications, job title, work experience and all part-time jobs of the preliminary candidates and compose written materials;
- (4) to solicit nominees' consent to their nominations, otherwise they may not be treated as candidates for directors and managers;

- (5) to convene a meeting of the Nomination Committee and carry out a qualification check on the preliminary candidates pursuant to the job requirements for directors and managers;
- (6) one to two months prior to the election of new directors and the appointment of new managers, to present recommendations and relevant materials to the Board of Directors on the candidates for directors and managers to be appointed;
- (7) to carry out other follow-up work based on the decision and feedback of the Board of Directors.

Chapter 5: Rules of Procedure

- Article 11: Meetings of the Nomination Committee shall be convened at least once a year, to be chaired by the convener who may appoint another member (an independent non-executive director) to chair a meeting if he/she is unable to attend the meeting. The convener shall have the right to call for convening an interim meeting. To convene a meeting, the Nomination Committee shall notify all the members in writing or by fax, e-mail, telephone or otherwise within seven days prior to the meeting.
- Article 12: A meeting of the Nomination Committee may be held only if it is to be attended by more than two-thirds of the members. Each member shall have one vote. Resolutions made at the meeting shall be subject to approval by a majority of all members present thereat before being submitted to the Board of Directors.
- Article 13: At a meeting of the Nomination Committee, members shall vote by a show of hands or by ballot. At an interim meeting, members may vote by way of telecommunications.
- Article 14: The Nomination Committee, when necessary, may invite directors, supervisors and other senior management members of the Company to be in attendance at meetings.
- Article 15: The Nomination Committee, when necessary, may engage an independent intermediary to provide professional advice on its recommendations at the expense of the Company.
- Article 16: The procedures for convening meetings of the Nomination Committee, methods of voting thereat and resolutions passed thereat shall be in compliance with the provisions of the relevant laws and regulations of China as well as the Articles of Association and these Terms of Reference.

- Article 17: The Nomination Committee shall have minutes for its meetings. Members attending the meetings shall sign the minutes which shall be kept by the Secretary to the Board of Directors of the Company for ten years.
- Article 18: Resolutions passed at a meeting of the Nomination Committee and the results of voting thereat shall be reported in writing to the Board of Directors.
- Article 19: Members present at meetings shall have a confidentiality obligation towards the matters discussed thereat and may not disclose relevant information without authorization.

Chapter 6: Supplementary Provisions

- Article 20: These Terms of Reference shall come into force from the date of adoption of the resolution of the Board of Directors.
- Article 21: Matters not covered by these Terms of Reference shall be handled pursuant to the provisions of the relevant laws and regulations of China as well as the Articles of Association. In case of any conflict between these Terms of Reference and the laws or regulations to be promulgated by China in future or the Articles of Association as amended pursuant to lawful procedures, such matters shall be handled pursuant to the provisions of the relevant laws and regulations of China as well as the Articles of Association, and these Terms of Reference shall be revised promptly and submitted to the Board of Directors for consideration and approval.
- Article 22: The right to interpret these Terms of Reference shall be vested in the Board of Directors.

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