



**Shanghai Seer Intelligent Technology Co., Ltd.**

**上海仙工智能科技股份有限公司**

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

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS**

### **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** To standardize the appointment of directors and senior management of Shanghai Seer Intelligent Technology Co., Ltd. (the “**Company**”) and optimize the composition of the board of directors, and improve its corporate governance structure, the Company has established the Nomination Committee of the board of directors and formulated these terms of reference 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 the Company (the “**Articles of Association**”) and other relevant regulations.

**Article 2** The Nomination Committee of the board of directors is a specialized working body established by the board of directors. It is primarily responsible for selecting candidates for the directors, general manager and other senior management of the Company as well as determining the selection criteria and procedures, etc., and making recommendations accordingly.

Senior management referred to herein shall refer to the general manager, deputy general managers, chief financial officer, the secretary of the board of directors (if any) and other senior management engaged by the board of directors.

**Article 3** The provisions of the Company Law and the Articles of Association in relation to the obligations of the directors shall apply to members of the Nomination Committee.

### **CHAPTER 2 COMPOSITION**

**Article 4** The Nomination Committee shall comprise at least three directors and include at least one director of a different gender, and the majority of the members shall be independent non-executive directors.

**Article 5** The members of the Nomination Committee shall be nominated by the chairman of the board of directors, more than half of the independent non-executive directors or more than one-third of all directors, and elected by the board of directors.

**Article 6** The Nomination Committee shall have one chairperson, who shall be an independent non-executive director or the chairman of the board of directors. The chairperson shall preside over the work of the Committee and act as convener. The chairperson shall be elected from among the members and appointed upon approval by the board of directors.

**Article 7** The term of office of the Nomination Committee shall be consistent with that of the board of directors, and a member may be re-elected upon the expiration of his/her term. If any member ceases to serve as a director of the Company during the term, he/she shall cease to be a Committee member automatically, and the Committee shall then replenish the membership in accordance with the provisions of Articles 4 to 6 above.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 8** The main duties and authorities of the Nomination Committee shall be as follows:

- (I) to formulate, review and update (if applicable) the board diversity and employee (including senior management) diversity policy (“**Diversity Policy**”) for the board of directors to approve, review and update the objectives set by the board of directors for the implementation of the relevant policy, to monitor progress made and annual gender diversity targets;
- (II) to at least annually, review the structure, size and composition (including skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, race, professional experience, required professional knowledge, technology, knowledge and years of service) of the board of directors; to assist the board of directors in preparing a skills list for the board of directors; and make recommendations to the board of directors based on the Company’s business activities, asset size and equity structure as well as any proposed changes to the board of directors to align with the Company’s strategy;
- (III) to formulate, review and implement (if applicable) the selection criteria and procedures for directors, managers and other senior management, and to make recommendations to the board of directors;

- (IV) to broadly search for suitable candidates for directors, managers and other senior management, and select and nominate such individuals to serve as directors or provide advice to the board of directors in this regard; when selecting suitable candidates, the Nomination Committee shall consider the candidates' abilities and objective criteria, and give full consideration to the benefits of diversity on the board of directors;
- (V) to review candidates for directors (including independent non-executive directors) and senior management, and to make recommendations in writing to the board of directors;
- (VI) to make recommendations to the board of directors on the appointment or reappointment of directors and succession plans for directors (especially the chairman of the board of directors) and the general manager; the Nomination Committee shall make recommendations on the appointment of directors after giving due consideration to the Company's Diversity Policy and in light of the challenges and opportunities facing the Company;
- (VII) before making any appointment recommendations to the board of directors, to assess the balance of directors based on (including but not limited to) gender, age, cultural and educational background, professional experience or requisite diversity for future needs, and to prepare a description of the duties and competencies required for a specific appointment based on the assessment;
- (VIII) to assess the independence of independent non-executive directors, review annually the time commitment required of non-executive directors (including independent non-executive directors), and conduct performance appraisal to determine whether non-executive directors (including independent non-executive directors) devote sufficient time to fulfil their duties;
- (IX) to support the Company in regularly evaluating the performance of the board of directors;
- (X) to ensure that non-executive directors receive a formal letter of appointment upon joining the board of directors, which clearly sets out the requirements for non-executive directors in terms of time commitment, Committee service and participation other than board meetings; and

(XI) to handle matters within the scope of duties and authorities stipulated by laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, to handle other matters delegated by the board of directors, and to report to the board of directors on matters within the terms of reference of the Committee (including decisions or recommendations made by the Committee).

**Article 9** The Nomination Committee shall be accountable to the board of directors, and the proposals of the Committee shall be submitted to the board of directors for deliberation and decision.

**Article 10** The board of directors shall give due consideration to the recommendations of the Nomination Committee regarding the nomination of candidates for directors and general managers, and without sufficient grounds or reliable evidence, it shall not set aside the recommendations of the Nomination Committee on candidates for directors and general managers.

**Article 11** The relevant departments of the Company shall cooperate with the Nomination Committee in the performance of its duties, and the daily operating expenses of the Nomination Committee shall be borne by the Company.

#### **CHAPTER 4 NOMINATION POLICY**

**Article 12** The provisions contained in paragraphs 8(II), (IV), (VI) and (VII) above shall be regarded as the principal nomination criteria and principles of the Company for nominating directors, and such provisions constitute the “Nomination Policy” of the Company.

**Article 13** The board of directors shall have the final say on all matters concerning the nomination of candidates to run for office at any general meeting.

#### **CHAPTER 5 DECISION-MAKING PROCEDURES**

**Article 14** The Nomination Committee shall formulate resolutions in accordance with the provisions of relevant laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association by taking into account the actual circumstances of the Company and studying the eligibility criteria and selection procedures for directors and senior management of the Company, and submit these resolutions to the board of directors for approval.

**Article 15** Procedures for the election and appointment of directors and senior management:

- (I) the Nomination Committee shall actively engage with relevant departments of the Company to study the requirements of the Company for new directors and senior management, and shall prepare written documents accordingly;
- (II) the Nomination Committee may conduct a wide search for candidates for directors and senior management within the Company, its holding enterprises and the talent market;
- (III) the Nomination Committee may collect information on the occupation, educational background, title, detailed work experience and all concurrent positions of shortlisted candidates, and shall prepare written documents accordingly;
- (IV) the Nomination Committee may seek the nominees' views and requirements regarding their nomination, and without prior consent from the nominees, they shall not be considered as candidates for directors or senior management;
- (V) the Nomination Committee may convene its meetings to conduct assessments on the eligibility of shortlisted candidates based on the appointment criteria for directors and senior management;
- (VI) the Nomination Committee may submit recommendations and relevant documents to the board of directors regarding candidates for directors and new senior management prior to the election of new directors or appointment of new senior management;
- (VII) the Nomination Committee may undertake other follow-up tasks in accordance with the decisions and feedback of the board of directors.

## **CHAPTER 6 MEETING PROCEDURES**

**Article 16** The Nomination Committee shall meet at least once a year and hold meetings as needed by the Company. All members shall be notified three days prior to the meetings. Meetings shall be presided over by the chairperson. Should the chairperson be unable to attend, he/she may delegate another member (an independent non-executive director) to preside. Should the chairperson neither perform his/her duties nor designate another member to act on his/her behalf, any member may report the matter to the board of directors of the Company, which shall then designate a member to perform the chairperson's duties.

**Article 17** The quorum for meetings of the Nomination Committee shall be at least two-thirds of the total members of the Committee; each member shall have one vote; resolutions made at the meeting shall be passed by more than half of all members of the Committee.

Meetings of the Nomination Committee may be convened by written circulation. A written proposal shall be served by facsimile, courier or by hand or by other means to all members. After the members have cast votes on the proposal, the original copies shall be returned to the Company for filing. A proposal signed by members voting in favor that satisfying the quorum requirements required hereunder shall become an effective resolution of the Committee.

**Article 18** Voting of the Nomination Committee shall be conducted either by a show of hands or by poll. Voting at an extraordinary meeting may be conducted by means of correspondence.

Members of the Nomination Committee may attend the meeting in person or appoint other members in writing to attend the meeting and exercise their voting rights on their behalf. If a member of the Nomination Committee appoints another member to attend the meeting and exercise the voting rights on his/her behalf, he/she shall submit a power of attorney to the chairperson of the meeting, which shall specify the scope of authorization. The power of attorney shall be delivered to the chairperson of the meeting no later than the time of voting at the meeting.

**Article 19** When necessary, the directors or senior management of the Company may be invited to present the meetings of the Nomination Committee.

**Article 20** If necessary, the Nomination Committee may engage an intermediary to provide professional opinions for its decision-making, at the Company's expense.

**Article 21** Procedures for convening and voting methods of meetings of the Nomination Committee as well as the resolutions passed thereat shall be in compliance with the requirements of the relevant laws, regulations, listing rules of the stock exchange where the shares of the Company are listed, the Articles of Association and these terms of reference.

**Article 22** The Nomination Committee shall keep meeting minutes, which shall record the matters considered and resolutions passed at the meetings in detail, including any doubts or objections raised by members, and shall be circulated to every member for review and confirmation. The meeting minutes shall be signed by the members attending the meetings. The meeting minutes shall be maintained by the secretary of the board of directors of the Company.

**Article 23** The resolutions passed at the meeting and poll results of the meeting of the Nomination Committee shall be reported to the board of directors of the Company in writing.

**Article 24** Members present at meetings shall be obliged to keep all matters discussed at the meetings confidential and shall not disclose the relevant information without authorization.

**Article 25** The Nomination Committee shall publish its terms of reference on the website of The Stock Exchange of Hong Kong Limited and the website of the Company to explain its role and the authority delegated by the board of directors.

## **CHAPTER 7 ABSTENTION FROM VOTING**

**Article 26** When a member of the Nomination Committee has a conflict of interest, directly or indirectly, in respect of any matter discussed at the meeting, such member shall abstain from voting on the relevant proposals.

Where the number of members attending the meeting is less than the quorum specified in these terms of reference after the interested members abstain from voting, all members (including the interested members) shall resolve on procedural issues including submitting the proposal to the board of directors of the Company for consideration. Such proposal shall be considered by the board of directors of the Company.

## **CHAPTER 8 SUPPLEMENTARY PROVISIONS**

**Article 27** These terms of reference and any amendments hereto have been considered and approved by the board of directors and shall take effect from the date of the initial public offering of H Shares of the Company and its listing on The Stock Exchange of Hong Kong Limited.

**Article 28** Matters not covered in these terms of reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the PRC, the listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association. In case of any conflict between these terms of reference and laws and regulations promulgated by the PRC from time to time, the listing rules of the stock exchange of the place where the shares of the Company are listed or the Articles of Association as legally amended, the relevant laws and regulations of the PRC, the listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association shall prevail and these terms of reference shall be amended timely.

**Article 29** The rights of interpretation of these terms of reference shall be vested in the board of directors of the Company.