



## Chenqi Technology Limited

如祺出行科技有限公司

(the “Company”)

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 9680)

### Terms of Reference of the Nomination Committee

#### of the Board of Directors

#### 1. General

- 1.1. In order to regulate the election and selection of the directors (the “**Directors**”) and senior executives for optimizing the composition of the board of directors (the “**Board**”) and improving our corporate governance structure, these terms of reference are formulated in accordance with normative documents including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise amended from time to time) (the “**Listing Rules**”) and the Company’s memorandum and articles of association (the “**Articles of Association**”) and the relevant provisions.
- 1.2. The nomination committee under the Board (the “**Nomination Committee**”) is a dedicated working body established by the Board with major responsibilities of selecting of candidates and making recommendations on the selection criteria and procedures for the directors and senior executives of the Company.
- 1.3. These terms of reference are subject to the relevant requirements under the Listing Rules.

#### 2. Composition

- 2.1. The Nomination Committee shall consist of three (3) directors, of which a majority shall be independent non-executive Directors.
- 2.2. The members of the Nomination Committee shall be nominated by (a) the chairman of the Board, (b) more than one-half of the independent Directors, or (c) one-third of all the Directors and shall be elected by the Board.
- 2.3. The Nomination Committee shall have a chairman who shall be the chairman of the Board or an independent non-executive Director and shall be responsible for presiding over the work of the Nomination Committee.
- 2.4. The term of office of the Nomination Committee shall be the same as that of the Board, and a member may serve consecutive terms if re-elected. If any member ceases to be a director of the Company during the period, he/she shall automatically lose his/her qualification as a member, and the Committee shall fill up the vacancy in accordance with the provisions of terms 2.1 to 2.2 above.

2.5. The Board office of the Company is a daily working body of the Nomination Committee and it is responsible for organizing meetings and preparation of relevant materials for these meetings.

### **3. Duties and Authority**

3.1. The main duties and authority of the Nomination Committee are as follows:

3.1.1. reviewing the structure, size and composition (including the skills, knowledge and experiences) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

3.1.2. identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

3.1.3. assessing the independence of independent non-executive Directors;

3.1.4. making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

3.2. The Nomination Committee is accountable to the Board and the proposals arrived at by the Nomination Committee shall be submitted to the Board for consideration and decision.

### **4. Decision-making Process**

4.1. In accordance with the relevant laws and regulations, the Listing Rules and the Articles of Association and with reference to the real situation of the Company and study of the election conditions, selection procedures and term of office of the directors of the Company, the Nomination Committee shall arrive at resolutions, submit them to the Board for approval and implementation and implement them accordingly.

#### **4.2. *Procedures for election of directors***

4.2.1. The Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's requirements for new directors and prepare written information.

4.2.2. The Nomination Committee may search for candidates as Directors from the Company and human resources market.

4.2.3. The Nomination Committee shall collect the occupations, educational background, title, detailed work experiences and all part-time jobs of the primary candidates to form written information.

4.2.4. The Nomination Committee shall seek the nominees' consent to the nomination, otherwise they cannot be appointed as directors.

- 4.2.5. The Nomination Committee shall convene a meeting to review the qualifications of the primary candidates according to the directors' qualifications.
- 4.2.6. The Nomination Committee shall submit recommendations and relevant information to the Board on candidates for directorships.
- 4.2.7. The Nomination Committee shall perform other follow-up work based on the Board's decision and feedback.
- 4.3. The Company shall provide the Nomination Committee with sufficient resources to perform its duties. The Nomination Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

## **5. Rules of Procedure**

- 5.1. The Committee shall convene at least one (1) meeting each year, and all members shall be notified of the meeting five (5) days before the meeting. Such meetings shall be chaired by the chairman of the Nomination Committee. An independent non-executive director can be appointed to chair a meeting if the chairman of the Nomination Committee is not able to attend the meeting. The meeting agenda to be discussed together with the relevant documents shall be sent to the members of the Nomination Committee and other persons present, as appropriate, within a reasonable period of time before the meeting date.
- 5.2. A meeting of the Nomination Committee shall be held only when more than two-thirds of the members are present. Each member shall have one vote. Resolutions made at the meeting must be passed by more than half of all members.
- 5.3. Voting at a meeting of the Nomination Committee shall be conducted by a show of hands or by ballot. Extraordinary meetings may be convened by electronic means of communication, and signatures are required for confirmation after voting.
- 5.4. The Nomination Committee may invite other directors and senior executives of the Company to attend a meeting of the Nomination Committee when necessary.
- 5.5. If necessary, the Nomination Committee may engage an intermediary to provide professional advice for its decision-making at the Company's expense.
- 5.6. The procedures for convening a meeting of the Nomination Committee, the voting method and resolutions passed at a meeting must comply with the relevant laws, regulations, the Articles of Association, the Listing Rules and these terms of reference.

- 5.7. The Nomination Committee meetings should keep minutes which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Members attending such meetings should sign the minutes. Written documents and electronic documents such as meeting minutes and meeting materials shall be kept by the company secretary as company files. Draft and final versions of minutes should be sent to all directors for their comment and records respectively, within a reasonable time after the meeting is held..
- 5.8. Resolutions and voting results passed at the Nomination Committee meeting shall be reported in writing to the Directors of the Company.
- 5.9. All members present at a meeting and those attending the meeting are obliged to keep confidential the matters discussed at the meeting, and shall not disclose relevant information without the authorization of the chairman of the Board and the Board of the Company. Otherwise, they shall bear all the legal liabilities arising therefrom.

## **6. Annual general meeting**

- 6.1. At the invitation of the chairman of the Board, the chairman of the Nomination Committee shall attend the annual general meeting. If the chairman of the Nomination Committee cannot attend the meeting, another member of the Nomination Committee shall be invited to attend. If none of the members of the Nomination Committee can attend the meeting, they shall be attended by an appropriate delegate. The chairman, member or delegate of the Nomination Committee who is invited to attend shall be prepared to answer questions about the work and duties of the Nomination Committee at the annual general meeting.

## **7. By-laws**

- 7.1. The Board of the Company is responsible to formulate and amend these terms of reference and they are subject to approval by a resolution of the Board. They are effective from the listing date of the Company's shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").
- 7.2. Matters not covered in these terms of reference shall be implemented in accordance with the laws and regulations and the provisions of the Articles of Association. If these terms of reference contradict the relevant laws and regulations promulgated in the future or the Articles of Association as amended by legal procedures, the relevant laws and regulations and the Articles of Association shall prevail and these terms of reference shall be amended immediately with the Board's consideration and approval.
- 7.3. The right to interpret these terms of reference is vested in the Board of the Company.
- 7.4. The Nomination Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange..