

Wuxi Lead Intelligent Equipment Co., Ltd.
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE
BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the election of directors and senior management members of Wuxi Lead Intelligent Equipment Co., Ltd. (the “Company”), optimize the composition of the Board and improve its corporate governance structure, the Company has established the Nomination Committee of the Board and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Shares on the ChiNext market of Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association and other relevant requirements.

Article 2 The Nomination Committee of the Board is a special working body set up by the Board, which is mainly responsible for selecting and making recommendations on the candidates for directors and senior management members, and formulating the selection criteria and procedures. It is accountable to the Board and reports to the Board.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall consist of 3 directors and include half or more of independent directors. The convener shall be an independent director.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors, or one-third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have 1 chairman (convener), who shall be an independent director and be responsible for presiding over the work of the Committee.

Article 6 The term of office for the Nomination Committee shall be the same as that of the Board. Members may serve consecutive terms if re-elected upon the expiration of their term. If any member resigns from the position of director of the Company during his/her term of office or any member who shall be an independent director no longer possesses the independence as specified in the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, he/she shall automatically lose his/her position as a Committee member, and the vacancy shall be filled by the Committee in accordance with the provisions of Articles 3 to 5 of these terms of reference.

Where the resignation of a member would result in the number of members on the Nomination Committee falling below the minimum number required or the proportion of independent directors failing to fulfill the relevant requirement, the former member shall continue to perform his/her duties until the new member assumes office.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The Nomination Committee shall be responsible for formulating selection criteria and procedures for directors and senior management members, and screening and reviewing candidates for directors and senior management member positions and their qualifications. Its main duties and authorities are as follows:

- (I) to review the structure, size and composition (including the skills, knowledge, diversity policy and experience) of the Board at least annually, and make recommendations on any proposed changes to the Board to complement the strategies of the Company;
- (II) to nominate or appoint or remove directors, identify those who have the appropriate qualifications to serve as directors and select and nominate such individuals to serve as directors or make recommendations thereon to the Board;
- (III) to appoint or dismiss senior management members and make recommendations to the Board;
- (IV) to assess the independence of independent directors;
- (V) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (especially the chairman of the Board and the general manager);
- (VI) other matters as required by laws, administrative regulations, the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting in the Board resolution and disclose the same.

Article 8 The Nomination Committee is accountable to the Board, and the proposals of the Committee shall be submitted to the Board for consideration and approval. Without sufficient reasons or reliable evidence, the controlling shareholders shall fully respect the recommendations of the Nomination Committee; otherwise, they cannot propose alternative candidates for directors and senior management members.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 The Nomination Committee shall, in accordance with the relevant laws and regulations and the Articles of Association, and in light of the actual situation of the Company, study the election criteria, selection procedures and term of office of the directors and senior management members of the Company, form a resolution and submit it to the Board for approval, and follow through.

Article 10 Selection procedures for directors and senior management members:

- (I) the Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's demand for new directors and senior management members, and prepare written materials;
- (II) the Nomination Committee may conduct extensive searches for candidates for directors and senior management members within the Company, its subsidiaries or enterprises in which the Company has equity interest and the talent market;
- (III) collect the occupation, education, title, detailed work experience, all part-time jobs and other information of the candidates, and form written materials;
- (IV) seek the nominee's consent to the nomination; otherwise he/she cannot be selected as a director or senior management member;
- (V) convene a meeting of the Nomination Committee to review the qualifications of the candidates according to the appointment criteria for directors and senior management members;
- (VI) before the election of new directors and the appointment of new senior management members, provide the Board with proposals and relevant materials on candidates for director and new senior management members;
- (VII) Carry out other follow-up work according to decisions and feedback of the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 11 Upon a proposal by the convener or by 2 or more members, the Nomination Committee may convene meetings on an ad hoc basis, and all members shall be notified 3 days before the meeting. However, under special or emergency circumstances, the above notice period requirement may be waived.

Meetings shall be convened and presided over by the convener. If the convener is unable to attend the meeting, he/she may authorize another independent director to preside.

Article 12 Meetings of the Nomination Committee shall, in principle, be convened on-site, and voting shall be conducted by a show of hands or ballot. On the premise of ensuring that all participating directors can fully communicate and express their opinions, a meeting may be held and resolutions may be made by written text, telephone, video, email, circulation of written resolutions or other means, and shall be signed (including electronic signatures) by the participating members.

Article 13 A meeting of the Nomination Committee shall be held only if two-thirds or more of its members are present; each member shall have one vote; and resolutions made at the meeting must be passed by more than half of all the committee members.

Article 14 When the Nomination Committee considers necessary, directors and senior management members of the Company may be invited to sit in on the meetings, or intermediaries may be engaged to provide professional advice for its decision-making at the Company's expense.

Article 15 The procedures for convening the meetings of the Nomination Committee, the voting method and the resolutions passed at the meetings shall comply with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the provisions of these terms of reference.

Article 16 Minutes shall be kept for meetings of the Nomination Committee. Members and minute-taker attending the meeting shall sign the minutes. The minutes of the meetings shall be kept by the secretary to the Board for no less than 10 years.

Article 17 Resolutions passed and voting results at meetings of the Nomination Committee shall be reported to the Board of the Company in writing.

Article 18 Members attending the meetings and other persons sitting in on the meetings are under a duty of confidentiality with respect to the proceedings of the meetings and shall not disclose the relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 19 Capitalized terms used in these terms of reference shall have the same meanings as those used in the Articles of Association unless the context requires otherwise.

Article 20 Matters not covered in these terms of reference shall be implemented in accordance with the relevant national laws and regulations, administrative regulations, normative documents, the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed and the provisions of the Articles of Association. Should these terms of reference conflict with national laws, regulations, normative documents, the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed or the Articles of Association as lawfully amended in the future, the provisions of the relevant national laws, regulations, normative documents, the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association shall prevail, and these terms of reference shall be revised accordingly in a timely manner and submitted to the Board for consideration and approval.

Article 21 After being considered and approved by the Board, these terms of reference shall come into effect from the date on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange.

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