



LONGCHEER

Shanghai Longcheer Technology Co., Ltd.

上海龍旗科技股份有限公司

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

(Stock Code: 9611)

The Implementation Rules of the Nomination Committee of the Board

Chapter I General Provisions

Article 1 To regulate the appointment of leaders of Shanghai Longcheer Technology Co., Ltd. (the “Company”), optimize the composition of the Board, and improve the Company’s corporate governance structure, the Company hereby established the Nomination Committee of the Board and formulated these Rules, in accordance with relevant provisions under the Company Law of the PRC, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Self-Regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No.1 – Standardized Operation, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws, administrative regulations and normative documents, the securities regulatory rules of the place where the Company’s shares are listed, and the Articles of Association of Shanghai Longcheer Technology Co., Ltd. (the “Articles of Association”) and in the light of the Company’s actual situation.

Article 2 The Nomination Committee is a special working body established by the Board, which is mainly responsible for selecting and making recommendations on the candidates, selection criteria and procedures of the Company’s directors and senior management.

Article 3 Senior management referred to in these Rules includes the general manager, deputy general manager, Board secretary, chief financial officer, and other senior management as specified in the Articles of Association.

Chapter II Composition

Article 4 The Nomination Committee shall be comprised of three directors, the majority of whom shall be independent directors. The Nomination Committee shall include at least one director of a different gender.

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

Article 6 The Nomination Committee shall have one chairperson (convener), who shall be an independent director responsible for presiding over the work of the Committee. The chairperson shall be elected from among the members and be submitted to the Board for approval.

Article 7 The term of office of the Nomination Committee is the same as that of the Board, and members may be re-elected upon expiration of their terms of office. If a member ceases to serve as a director of the Company during the term, he/she shall cease to be a member automatically, and the vacancy in the Committee shall be filled in accordance with the provisions of Articles 3 to 5 above by the Committee.

Chapter III Duties and Authorities

Article 8 The Nomination Committee of the Board is responsible for formulating criteria and procedures for the selection of directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

- (i) to nominate or appoint and dismiss directors;
- (ii) to appoint or dismiss senior management;
- (iii) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a skills matrix of the Board and advise on any proposed changes to the Board to align with the issuer's corporate strategy;
- (iv) to identify individuals qualified and eligible to serve as members of the Board and senior management, and select and nominate such persons for directorship or provide opinions to the Board in this regard;
- (v) to assess the independence of independent directors;
- (vi) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
- (vii) to support the Company's regular evaluation of the performance of the Board;
- (viii) to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on any stock exchange(s) and other significant external time commitments of such director and other factors or circumstances relating to the director's character, integrity, independence and experience; and
- (ix) Other matters required by laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

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

Article 9 The Nomination Committee shall review the Company's employee diversity policy (including senior management) and its implementation, and make recommendations to the Board to enhance its effectiveness and foster a diverse and inclusive workplace.

Article 10 The Nomination Committee shall annually assess and review its own effectiveness and the adequacy of its terms of reference, oversee the Board's assessment, and provide recommendations for improvement to the Board.

Article 11 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.

Article 12 The Company shall provide the Nomination Committee with sufficient resources to perform its duties.

Chapter IV Decision-making Procedures

Article 13 In accordance with the relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and in the light of the Company's actual situation, the Nomination Committee shall study the election criteria, selection procedures and term of office of the directors and senior management of the Company, formulate a contingency resolution for the record and submit the same to the Board for approval, and implement it in accordance with it.

Article 14 Selection procedures of directors and senior management shall be as follows:

- (i) the Nomination Committee shall actively communicate with the relevant departments of the Company, and study the Company's demand for new directors and senior management;
- (ii) the Nomination Committee may extensively identify candidates for directors and senior management within the Company and holding (shareholding) enterprises and in the talent market;
- (iii) to collect information such as the occupation, educational background, professional titles, detailed work experience, and all part-time jobs of the primary candidates, and prepare written materials;
- (iv) to seek the consent of the nominees to the nomination, otherwise, they shall not be considered as candidates for director or senior management;
- (v) to convene a meeting of the Nomination Committee to review the qualifications of the primary candidates according to the eligibility requirements of the directors and senior management;

- (vi) to submit recommendations and relevant materials to the Board on candidates for directors and proposed senior management appointments prior to the election of new directors and the appointment of new senior management;
- (vii) to carry out other follow-up works according to the decisions and feedback of the Board.

Chapter V Rules of Procedure

Article 15 When convening a meeting of the Nomination Committee, all members shall be notified via telephone, fax, mail or other means at least five days prior to the meeting. In urgent circumstances, meetings of the Nomination Committee may be convened at any time, and all members may be notified via telephone, WeChat, or other verbal means at any time, but the convener shall provide an explanation at the meeting.

Meetings shall be presided over by the chairperson. If the chairperson is unable to attend, he/she may delegate another member (an independent director) to preside. Members shall attend the meetings in person and clearly deliver their opinions on matters reviewed. Members unable to attend meetings in person may authorize another member in writing to attend and exercise their voting rights on their behalf. The power of attorney shall clearly specify the scope and duration of the authorization and express in writing the member's voting opinion on the matters under consideration. Each member may accept authorization from no more than one other member. When an independent director member is unable to attend the meeting, he/she shall delegate another independent director member to attend the meeting on his/her behalf.

Article 16 The 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 a majority of all members.

Members unable to attend meetings in person may authorize another member in writing to attend and exercise their voting rights on their behalf. The power of attorney shall clearly specify the scope and duration of the authorization and express in writing the member's voting opinion on the matters under consideration. Each member may accept authorization from no more than one other member.

Article 17 Meetings of the Nomination Committee may be conducted either in person or through telecommunications. Voting shall be conducted by a show of hands or by poll.

Article 18 The directors and senior management of the Company may be invited to attend the meeting of the Nomination Committee when necessary.

Article 19 Where necessary, the Nomination Committee may engage intermediaries to provide professional advice for its decisions, and the cost shall be borne by the Company.

Article 20 Meetings of the Nomination Committee shall be recorded, and the members attending the meeting shall sign the minutes of the meeting, which shall be kept by the Board secretary of the Company.

Article 21 The resolutions and poll results passed at the meeting of the Nomination Committee shall be reported in writing to the Board of the Company.

Article 22 Members attending the meeting shall be obliged to keep confidentiality regarding the matters discussed at the meeting, and shall not disclose relevant information without authorization.

Article 23 The convening procedures, voting methods and resolutions passed at the meeting of the Nomination Committee must comply with requirements under relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and these Rules.

Article 24 The chairperson (convenor) of the Nomination Committee shall actively attend annual general meetings (if absent, another member or his/her duly appointed representative shall attend instead) and respond to questions raised at the meeting.

Chapter VI Supplementary Provisions

Article 25 These Rules shall be effective and implemented from the date of the Company's initial public offering of H shares and listing on the Stock Exchange of Hong Kong Limited, following the passing of the resolution of the Board.

Article 26 In these Rules, the terms "more than" and "within" include the given figure; the term "over" does not include the given figure.

Article 27 In these Rules, the term "independent director" shall have the same meaning as "independent non-executive director" in the Hong Kong Listing Rules.

Article 28 The matters not covered in these Rules shall be implemented in accordance with the relevant national laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case of any conflicts between these Rules and any laws, administrative regulations, departmental rules, normative documents to be promulgated by the state in the future, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended under lawful procedures, the relevant laws, administrative regulations, departmental rules, normative documents promulgated by the state, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 29 The right to interpret these Rules shall reside with the Board.