Jiangsu New Vision Automotive Electronics Co., Ltd.
Rules of Procedure for the Remuneration Committee of the Board

chapter 1 general provisions

Article 1 To improve the decision-making procedures of the Board of Directors (the "Board") of Jiangsu New Vision Automotive Electronics Co., Ltd. (hereinafter referred to as the "Company"), strengthen the effective supervision of the Board over the management, enhance the Company's corporate governance structure, and fully protect the lawful rights and interests of the Company and its shareholders, the Company has established the Remuneration Committee of the Board (hereinafter referred to as the "Remuneration Committee") and formulated the Rules in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), the Articles of Association of Jiangsu New Vision Automotive Electronics Co., Ltd. (Draft) (hereinafter referred to as the "Articles of Association"), and other relevant laws and regulations.

Article 2 The Remuneration Committee is a specialized committee under the Board and is accountable to the Board.

Article 3 The Remuneration Committee is primarily responsible for formulating and reviewing the remuneration policies and plans for the directors and senior management members of the Company, and for studying the assessment standards for the directors and senior management members, conducting assessments and making recommendations.

Chapter 2 Composition of the Remuneration Committee

Article 4 The Remuneration Committee shall consist of at least three directors, with independent non-executive directors accounting for the majority.

Article 5 Members of the Remuneration Committee shall be nominated by the chairman of the Board, or by more than one-half of the independent non-executive directors, or by more than one-third of all directors, and shall be elected by the Board.

Article 6 The Remuneration Committee shall have one chairman (also referred to as the "chairperson") (convener), who shall be an independent non-executive director. The candidate for chairman shall be nominated by all members of the Remuneration Committee and shall be appointed upon consideration and approval by the Board, and shall exercise the following powers and duties:

(I) presiding over the work of the Remuneration Committee;

(II) convening and presiding over regular and extraordinary meetings of the Remuneration Committee;

(III) supervising and inspecting the implementation of the resolutions of the Remuneration Committee;

(IV) signing important documents of the Remuneration Committee;

(V) reporting work to the Board regularly or in accordance with the work arrangements of the Board; and

(VI) other powers and duties granted by the Board.

Where the chairperson is unable or fails to perform his/her duties, he/she shall designate another member to perform such duties on his/her behalf. If the chairperson fails to perform his/her duties and does not designate another member to perform such duties, any member may report the relevant circumstances to the Board, which shall designate a member to perform the duties of the chairperson.

Article 7 The term of office of members of the Remuneration Committee shall be the same as that of the directors. Members may be re-elected upon expiration of their terms and may serve consecutive terms.

Before the expiration of a member's term of office, the member shall not be removed without cause unless circumstances arise under which he/she is not permitted to hold such office under laws and regulations, the Articles of Association, the Hong Kong Listing Rules or the Rules.

If during the term a member ceases to serve as a director of the Company, or a member who is required to be an independent non-executive director no longer satisfies the independence requirements under the Hong Kong Listing Rules, he/she shall automatically cease to be a member of the Committee, and the Board shall fill the vacancy in accordance with Articles 4 to 6 of the Rules.

Where the composition of the Remuneration Committee fails to meet the requirements of the Rules, the Board shall immediately disclose by way of announcement, in accordance with the Hong Kong Listing Rules, the details and reasons for failing to comply with the relevant requirements, and shall, within three months from the date of such non-compliance, fill the vacancy in accordance with the Rules. The term of office of any newly appointed member shall expire at the same time as his/her term of office as a director.

Before the number of members of the Remuneration Committee reaches the number specified in Article 4 of the Rules, the Committee shall suspend the exercise of the powers stipulated in the Rules, and the Board shall exercise such powers.

Where changes in the members of the Remuneration Committee involve changes in the directors of the Company, such changes shall be submitted to the shareholders' meeting for approval in accordance with the procedures stipulated in the Articles of Association and shall be announced in accordance with the regulatory requirements of the place where the Company's shares are listed.

Article 8 Members of the Remuneration Committee may concurrently serve on other specialized committees of the Board provided that they have sufficient ability to perform their duties.

Article 9 The secretary to the Board shall be responsible for the daily liaison and meeting organization work of the Remuneration Committee.

chapter 3 duties and powers of the remuneration committee

Article 10 The principal duties and powers of the Remuneration Committee are as follows:

(I) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management members and on the establishment of a formal and transparent procedure for developing such remuneration policy;

(II) to review and approve management's remuneration proposals with reference to the Board's corporate goals and objectives;

(III) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management members, approve the service contracts of executive directors, or, where delegated by the Board, determine the remuneration packages of individual executive directors and senior management members. Such remuneration packages shall include non-monetary benefits, pension rights and compensation payments, including any compensation payable for loss or termination of office or appointment;

(IV) to consult the chairman and/or the general manager (chief executive officer) on the remuneration proposals for other executive directors. Where necessary, the Remuneration Committee shall seek independent professional advice;

(V) to make recommendations to the Board on the remuneration of non-executive directors;

(VI) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries;

(VII) to review and approve compensation payable to executive directors and senior management members for any loss or termination of office or appointment to ensure that such compensation is consistent with relevant contractual terms; if not consistent with the contractual terms, the compensation shall also be fair and reasonable and not excessive;

(VIII) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with relevant contractual terms; if not consistent with the contractual terms, the compensation shall also be fair and reasonable;

(IX) to review the performance of executive directors and senior management members and conduct annual performance assessments;

(X) to ensure that no director or any of his/her associates (as defined in the Hong Kong Listing Rules) participates in determining his/her own remuneration, and that the remuneration of a non-executive director who is also a member of the Remuneration Committee shall be determined by the other members of the Committee;

(XI) to review and/or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules; and

(XII) other duties as required by national laws and regulations, the Hong Kong Listing Rules, the Rules, and the Board.

Article 11 The Remuneration Committee shall be accountable to the Board. Unless otherwise authorized by the Board, proposals of the Remuneration Committee shall be submitted to the Board for consideration and decision.

Article 12 The remuneration plans for the Company's directors proposed by the Remuneration Committee shall be submitted to the Board for approval and then to the shareholders' meeting for approval before implementation; the remuneration distribution plans for senior management members shall be submitted to the Board for approval.

Article 13 The Board shall have the right to veto any remuneration plan or proposal that harms the interests of all shareholders.

Article 14 The Company shall provide funds and other resources necessary for the Remuneration Committee to perform its duties.

Article 15 The Committee shall make its terms of reference publicly available, explaining its role and the authority delegated to it by the Board.

chapter 4 working procedures of the remuneration committee

Article 16 Relevant departments of the Company shall be responsible for making preliminary preparations for the decision-making of the Remuneration Committee. Other relevant departments and institutions of the Company shall, in accordance with the requirements of the Remuneration Committee, provide relevant written materials in a timely, complete and truthful manner, including:

(I) the completion status of the Company's major financial indicators and operating targets;

(II) the scope of responsibilities of senior management members and the performance of their main duties;

(III) the completion status of indicators involved in the performance evaluation system for directors and senior management members;

(IV) the operating performance of directors and managers in terms of business innovation capability and profit-creation capability; and

(V) the basis for relevant calculations for formulating the Company's remuneration planning and distribution methods based on the Company's performance.

Article 17 The procedures for the assessment and evaluation of directors and senior management members by the Remuneration Committee are as follows:

(I) the directors and senior management members of the Company shall present reports on the performance of their duties and conduct self-evaluations to the Remuneration Committee;

(II) the Remuneration Committee shall conduct performance evaluations of the directors and senior management members in accordance with performance evaluation standards and procedures; and

(III) based on the results of the position performance evaluation and the remuneration distribution policy, proposals regarding the remuneration amounts and reward methods for the directors and senior management members shall be put forward and, after being approved by vote, submitted to the Board of the Company.

chapter 5 meetings of the remuneration committee

Article 18 Meetings of the Remuneration Committee shall be divided into regular meetings and extraordinary meetings.

Article 19 The Remuneration Committee shall hold at least two regular meetings each year.

Article 20 An extraordinary meeting may be convened upon the proposal of two or more members, or the chairman of the Remuneration Committee, or when the Board considers it necessary.

Article 21 Notice of a meeting shall be given to all members at least five working days prior to the meeting (except in special circumstances where the advance notice requirement may be waived, in which case the presider of the meeting shall provide an explanation at the meeting). The notice shall be given by telephone, mail, email or facsimile and shall include the time and place of the meeting, the method of convening, the reasons and agenda, the convener and the presider, and relevant meeting materials shall be provided to all members.

Article 22 Meetings of the Remuneration Committee shall be presided over by the chairman. Where the chairman is unable to attend, he/she may appoint another member (who must be an independent non-executive director) to preside over the meeting.

Article 23 A meeting of the Remuneration Committee shall be held only when more than two-thirds of the members are present.

Article 24 Members of the Remuneration Committee shall attend meetings in person or participate by means of telephone conference or similar communication equipment. Where a member is unable to attend a meeting in person for any reason, he/she may authorize another member in writing to attend the meeting on his/her behalf, and the written authorization shall specify the scope of authorization.

Article 25 When the Remuneration Committee holds a meeting, it may invite other directors, supervisors and senior management members of the Company to attend the meeting as non-voting participants as necessary.

Article 26 When the Remuneration Committee holds a meeting, it may, as necessary, engage relevant intermediary institutions to provide professional advice for its decision-making. Where necessary, such intermediary institutions may also attend the meeting. Relevant intermediary institutions shall enter into confidentiality agreements with the Company. Reasonable expenses incurred in engaging intermediary institutions shall be borne by the Company.

Article 27 Voting at meetings shall be conducted by a show of hands or by poll, and each member shall have one vote. Resolutions of the meeting must be passed by more than half of all members.

Article 28 Meetings of the Remuneration Committee may also be held by way of written resolutions. Written resolutions shall be delivered to all members by facsimile, email, express delivery or by hand. After voting on the resolutions, members shall return the original documents to the Company for filing. If the number of members who sign and agree meets the quorum required under the Rules, the written resolution shall constitute a valid resolution of the Committee.

Article 29 Where matters concerning a member of the Committee are discussed at a meeting of the Remuneration Committee, the member concerned shall abstain from participation.

Article 30 The procedures for convening meetings of the Remuneration Committee, the voting methods and the remuneration policies and distribution plans approved at the meetings shall comply with the relevant laws, regulations, the Articles of Association, the regulatory rules of the place where the Company's shares are listed, and the Rules.

Article 31 Proposals approved and voting results at meetings of the Remuneration Committee shall be reported to the Board in written form.

Article 32 Members attending the meeting and other attendees shall have confidentiality obligations with respect to matters discussed at the meeting and shall not disclose relevant information without authorization.

Article 33 Meetings of the Remuneration Committee shall be fully minuted. Members attending the meeting shall sign the meeting minutes. The meeting minutes shall be kept by the secretary of the Board and shall be available for inspection by directors at any time.

Article 34 The minutes of meetings of the Remuneration Committee shall be prepared by staff of the Board office designated by the chairman of the Remuneration Committee. A draft of the minutes shall be provided to all members for review as soon as possible, and members shall submit written comments for revision. The final version of the minutes shall be completed within a reasonable time after the meeting and circulated to all members for record.

chapter 6 recusal system

Article 35 Where a member of the Remuneration Committee or his/her associate (as defined in the Hong Kong Listing Rules), or an enterprise controlled by such member or his/her associate, has a direct or indirect interest in any matter under discussion at a meeting, the member shall promptly disclose to the Remuneration Committee the nature and extent of such interest.

Article 36 Where the circumstances described in the preceding paragraph occur, the interested member shall explain the relevant circumstances in detail at the meeting of the Remuneration Committee and expressly state that he/she will abstain from voting. However, if the other members of the Remuneration Committee unanimously determine after discussion that such interest will not have a significant impact on the voting matter, the interested member may participate in the voting. If the Board considers it inappropriate for the interested member referred to in the preceding paragraph to participate in voting, the Board may revoke the voting result of the relevant proposal and require the members without interests to vote again on the relevant proposal.

Article 37 The Remuneration Committee shall deliberate and adopt resolutions on proposals without counting the interested member in the quorum. If, after the interested member has abstained, the Remuneration Committee no longer meets the minimum quorum required for a meeting, all members (including the interested member) shall make a resolution on procedural matters such as submitting the relevant proposal to the Board for consideration, and the Board shall deliberate on the proposal.

Article 38 The meeting minutes and resolutions of the Remuneration Committee shall record that the interested member was not counted in the quorum and did not participate in the voting.

chapter 7 supplementary provisions

Article 39 For the purposes of the Rules, "directors" refer to the chairman, vice-chairman and directors who receive remuneration from the Company; "senior management members" refer to the general manager, deputy general managers, chief financial officer and secretary of the Board appointed by the Board.

Article 40 The Rules shall be considered and approved by the Board and shall come into effect and be implemented from the date on which the Company's overseas listed foreign shares (H Shares) are initially publicly offered and listed and traded on the Hong Kong Stock Exchange. Any amendments shall likewise be subject to approval by the Board. Where the Rules conflict with laws, regulations, normative documents or the regulatory rules of the place where the Company's shares are listed promulgated in the future, the newly promulgated laws, regulations and normative documents shall prevail before the Rules are amended.

Article 41 Any matters not covered in the Rules shall be governed by the relevant national laws, regulations, normative documents, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 42 The Rules shall be interpreted by the Board of the Company.