Jiangsu New Vision Automotive Electronics Co., Ltd.
Rules of Procedure for the Nomination 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 Nomination Committee of the Board (hereinafter referred to as the "Nomination 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"), Appendix C1 to the Hong Kong Listing Rules (hereinafter referred to as the "Corporate Governance Code"), 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 As a specialized committee under the Board, the Nomination Committee is accountable to the Board and reports its work to the Board.

Article 3 The Nomination Committee is primarily responsible for formulating the selection standards, conditions and procedures for directors and senior management members, selecting and reviewing the candidates for directors and senior management members and their qualifications for office and making comments and suggestions to the Board on the aforesaid matters:

CHAPTER 2 COMPOSITION OF THE NOMINATION COMMITTEE

Article 4 The Nomination Committee shall consist of at least three directors, with independent non-executive directors accounting for the majority and at least one director being of a different gender.

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

Article 6 The Nomination Committee shall have one chairperson who shall be the chairman of the Board or independent non-executive director. The candidate for chairperson shall be nominated by a majority of all members of the Nomination Committee and shall be appointed upon consideration and approval by the Board. The chairperson shall exercise the following powers and duties:

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

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

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

(IV) signing important documents of the Nomination Committee;

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

(VI) attending annual shareholders' meetings of the Company and answering questions raised by shareholders in relation to the duties of the Nomination Committee. If the chairperson of the Nomination Committee cannot attend the annual shareholders' meeting, another member or an appropriately appointed representative shall attend the meeting on his/her behalf;

(VII) other powers and duties stipulated by laws, regulations, normative documents, the Hong Kong Listing Rules, requirements of securities regulatory authorities of Hong Kong and the Articles of Association, and granted by the Board.

Article 7 The term of office of the Nomination Committee shall align with that of the corresponding session of the Board. The term of office of members of the Nomination 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 a member of the Nomination Committee submits a resignation to the Board prior to the expiration of his/her term of office, the resignation report shall include a necessary explanation of the reasons for resignation and any matters requiring the attention of the Board. When the number of members of the Nomination Committee falls below the minimum required by the Rules, the departing member shall continue to fulfill his/her relevant duties until a successor appointed by the Board has assumed office.

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 Nomination 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 Nomination 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 Nomination 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 Nomination 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 of the Board is responsible for daily work liaison and meeting arrangements for the Nomination Committee. The Human Resources Department of the Company serves concurrently as the working body of the Nomination Committee and handles specific operational tasks.

CHAPTER 3 DUTIES AND POWERS OF THE NOMINATION COMMITTEE

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

(I) to review the structure, size, composition and relevant qualifications (including skills, knowledge, expertise and experience) of the Board at least annually, assist the Board in preparing the Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(II) to study the selection standards and procedures for directors, the general manager, and other senior management members, and make recommendations to the Board;

(III) to extensively search for eligible candidates for directors, the general manager and other senior management members, select and nominate relevant candidates or provide recommendations to the Board; to promote diversity policies in selecting directors and monitor their implementation;

(IV) to develop and maintain a Board diversity policy, and regularly review and disclose such policy or its highlights in the Company's corporate governance reports;

(V) to examine candidates for directors, the general manager and other senior management members, and propose suggestions thereto;

(VI) to review the independence of the independent non-executive directors;

(VII) to assess the number of directorships in other listed companies held by candidates for independent non-executive directors of the Company; for independent non-executive directors, not to serve as directors of more than six listed issuers concurrently;

(VIII) to annually 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 Hong Kong-listed companies and other significant external time commitments of such director, as well as other factors or circumstances relevant to the director's character, integrity, independence and experience, and evaluate whether each director has devoted sufficient time to fulfilling his/her responsibilities by applying performance evaluations;

(IX) make recommendations to the Board on the appointment or re-appointment of directors, the general manager and other senior management members and succession planning for directors (particularly the chairman of the Board), the general manager and other senior management members;

(X) to support the Company's periodic evaluation of the Board's performance;

(XI) to examine the shareholder representatives appointed or replaced by the Company and the candidates for directors and supervisors recommended or replaced by the Company in its wholly-owned subsidiaries, holding subsidiaries and joint stock subsidiaries, and make recommendations to the Board;

(XII) The Board must not include an independent non-executive director who has served on the Board as an independent non-executive director for a period of nine years or more, as at the conclusion of the Company's annual general meeting that follows the end of the director's nine-year tenure.

For the purpose of this Article, a "period of nine years" will be counted from the date of appointment of an independent non-executive director or (where the appointment occurs before listing) the listing date of the company. Where the individual ceases to be an independent non-executive director of the issuer for a period(s) of less than three years (prior to serving as an independent non-executive director for a period of nine years), such period(s) will be counted towards the calculation of the tenure.

It is permitted that an individual who has previously served as an independent non-executive director on the board of a listed company for nine years or more may be subsequently re-appointed as an independent non-executive director of the same company, provided that such individual: (i) satisfies the independence guidelines set out in Rule 3.13 of the Listing Rules; and (ii) has not, at any time during the three years immediately prior to the date of their proposed re-appointment, been a director of the company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the company.

(XIII) to formulate director training programs; and

(XIV) other matters stipulated by laws, regulations, normative documents, the Hong Kong Listing Rules, requirements of securities regulatory authorities of Hong Kong and the Articles of Association, and authorized by the Board.

Article 11 If the Company is unable to set up a Nomination Committee or at any time has been unable to meet any of the other relevant requirements as described above, it must immediately publish an announcement containing the relevant details and reasons. The Company must use all reasonable endeavours to set up a Nomination Committee with written terms of reference and/or appoint appropriate members to it to meet the requirement(s) on a timely basis, and in any case within three months after being unable to meet such requirement(s).

Article 12 The Nomination Committee shall be accountable to the Board. Proposals approved by the Nomination Committee shall be submitted in writing to the Board for deliberation and decision, or, after obtaining the Board's approval, be forwarded by the Board to the shareholders' meeting for deliberation and decision in accordance with the provisions of the Articles of Association.

Article 13 The Company shall provide funds and other resources necessary for the Nomination Committee to perform its duties. The Committee shall be able to seek independent professional advice as necessary in the performance of its duties, with costs incurred therefrom to be paid by the Company.

Article 14 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 Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") and the official website of the Company.

CHAPTER 4 DECISION-MAKING PROCEDURES OF THE NOMINATION COMMITTEE

Article 15 The Nomination Committee shall study the election conditions, selection procedures and the term of office for directors, the general manager and other senior management members of the Company in accordance with relevant laws and regulations and the provisions of the Articles of Association while taking into consideration of the Company's actual circumstances. Once a resolution is formed, it shall be filed and submitted to the Board, and shall be implemented accordingly after approval by the Board or the shareholders' meeting.

Article 16 The procedures for the selection and appointment of directors, the general manager and other senior management members are as follows:

(I) In accordance with the Company's development needs, the Nomination Committee shall conduct a comprehensive assessment and analysis of the incumbent directors, general manager and other senior management members, propose staffing requirements, and develop job descriptions;

(II) Based on position requirements, the Nomination Committee shall extensively source candidates for directors, the general manager and other senior management members through multiple channels;

(III) The Nomination Committee shall collect information on shortlisted candidates, including occupation, educational background, job title, detailed work experience and all part-time jobs, and prepare written materials;

(IV) In compliance with laws, regulations and the Articles of Association, for the nomination of directors, the general manager and other senior management members by relevant institutions or individuals, the candidates' consent to the nomination must be obtained; otherwise, they shall not be considered as candidates for directors, the general manager, or other senior management members;

(V) The Nomination Committee shall convene a meeting to review the qualifications of the candidates according to the job requirements for directors, the general manager and other senior management members;

(VI) The Nomination Committee shall propose candidate recommendations and submit supporting documentation to the Board one to two months prior to the election of new directors or the appointment of new senior management members; and

(VII) The Nomination Committee shall perform any additional follow-up tasks in accordance with the Board's decisions and feedback.

CHAPTER 5 MEETINGS OF THE NOMINATION COMMITTEE

Article 17 Meetings of the Nomination Committee shall be divided into regular meetings and extraordinary meetings.

The Nomination Committee shall hold at least two regular meetings each year.

An extraordinary meeting may be convened when the Board considers it necessary, or upon the proposal of two or more members or the chairperson of the Nomination Committee.

Article 18 Notice of a meeting, including the time and place of the meeting, the method of convening, the reasons and agenda, and the convener and the presider, along with the relevant meeting materials, shall be given to all members and relevant persons invited to be present as non-voting participants by telephone, mail, email or facsimile at least five working days prior to the meeting.

In emergency situations, the convening of an extraordinary meeting shall not be subject to the aforementioned notice period, provided that the presider of the meeting provides an explanation during the meeting.

Article 19 Meetings of the Nomination Committee shall be presided over by the chairperson. Where the chairperson is unable to attend, he/she may appoint another member (who must be an independent non-executive director) to preside over the meeting. 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 (who is an independent non-executive director) to perform the duties of the chairperson.

Article 20 A meeting of the Nomination Committee shall be held only when more than two-thirds of the members are present.

Members of the Nomination 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 and term of authorization. Moreover, no member may accept entrustment from more than two other members at the same time. If a member fails to attend a committee meeting in person or by proxy, the said member shall be deemed as having waived his/her right to vote at the meeting. If any member of the Nomination Committee fails to attend meetings of the Nomination Committee in person or by proxy for two consecutive times, the said member shall be deemed incapable of performing his/her duties, and the Nomination Committee shall suggest that the Board replace the said member.

The members present at the meeting shall consider the proposals and fully express their opinions with a conscientious and responsible attitude. Any disagreement shall be recorded in the meeting minutes submitted to the Board.

Article 21 When the Nomination 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 22 When the Nomination 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 23 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 24 Meetings of the Nomination 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 25 The convening procedure and voting method of meetings of the Nomination Committee and resolutions passed at such meetings shall comply with relevant laws, regulations, the Articles of Association and the Rules.

Article 26 Where matters concerning a member of the Nomination Committee are discussed at a meeting of the Committee, the member concerned shall abstain from participation.

Article 27 Proposals approved and voting results at meetings of the Nomination Committee shall be reported to the Board in written form.

Article 28 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 29 Meetings of the Nomination Committee shall be fully minuted. Members attending the meeting shall sign the meeting minutes. Where any member cannot sign the resolutions from a teleconference or video conference in real time, he/she may first express his/her opinions orally and provide his/her written signature to that effect as soon as possible, provided that there is no discrepancy between the opinions expressed orally during the meeting and those later signed in writing. The meeting minutes shall be kept by the secretary of the Board and shall be available for inspection by directors at any time.

The minutes of meetings of the Nomination Committee shall be prepared by staff of the Board office designated by the chairperson of the Nomination 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.

The minutes of the meeting shall at least specify:

(I) meeting number, convening method, date, venue, and name of the presider;

(II) attendance in person and by proxy as well as absences;

(III) names and positions of non-voting participants;

(IV) agenda items of the meeting:

(V) key points of remarks made by the members and relevant non-voting participants;

(VI) name of the minute-taker; and

(VII) where applicable, the recusal of members with conflicts of interest from voting shall be noted in the meeting minutes or resolutions.

CHAPTER 6 RECUSAL SYSTEM

Article 30 Where a member of the Nomination 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 Nomination Committee the nature and extent of such interest.

Article 31 Where the circumstances described in the preceding paragraph occur, the interested member shall explain the relevant circumstances in detail at the meeting of the Nomination Committee and expressly state that he/she will abstain from voting. However, if the other members of the Nomination 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 32 The Nomination Committee shall deliberate and adopt resolutions on proposals without counting the interested member in the quorum. If, after the interested member has abstained, the Nomination 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 33 The meeting minutes and resolutions of the Nomination 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 34 For the purposes of the Rules, "directors" refer to all members of the Board; "senior management members" refer to the general manager, deputy general managers, chief financial officer and secretary of the Board appointed by the Board and other senior management members specified in the Articles of Association.

Article 35 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 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 36 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 37 The Rules shall be interpreted by the Board of the Company.

Article 38 In the event that both Chinese and English versions of the Rules exist, the Chinese version shall prevail in case of any discrepancy between the two versions.