

Suzhou Novosense Microelectronics Co., Ltd.
Terms of Reference of the Nomination Committee under the Board of Directors

Chapter 1 General Provisions

Article 1 To establish and improve a modern corporate governance system and standardize company operations, in accordance with the relevant provisions of the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Code of Corporate Governance of Listed Companies (《上市公司治理準則》), Guidance No. 1 of Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange – Standardized Operations (《上海證券交易所科創板上市公司自律監管指引第1號 – 規範運作》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as the “**Hong Kong Listing Rules**”), and other relevant laws, regulations, normative documents, and the Articles of Association of Suzhou Novosense Microelectronics Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), and in light of the Company’s actual circumstances, the Company hereby establishes the Nomination Committee of the Board of Directors (hereinafter referred to as the “**Committee**”) and formulates these Terms of Reference.

Article 2 The Committee is a special working body established by the Board of Directors and is accountable to the Board of Directors. The Committee is primarily responsible for proposing recommendations concerning the candidates, selection criteria and procedures for directors and senior management of the Company.

Chapter 2 Committee Composition

Article 3 The Committee shall comprise three directors, including two independent non-executive directors, and must include directors of both genders.

Article 4 Members of the Committee shall be elected by the Board of Directors.

Article 5 The Committee shall have one Chairperson (Convener), who shall be an independent non-executive director and shall preside over the Committee’s work. The Chairperson shall be appointed by the Board of Directors.

Article 6 The terms of the members are the same as those of the Board of Directors. Upon expiry of their term, members may be re-elected. If any member ceases to be a director, he/she shall automatically lose the qualification of the Committee member, and the Committee shall make up the number of members according to Articles 3 to 5 above.

Article 7 The Board Secretary Office of the Company shall provide comprehensive services to the Committee, including coordinating daily communications and organizing meetings. Human resources department of the Company shall provide professional support to the Committee.

Chapter 3 Duties and Authorities

Article 8 The Board Committees of the Company shall be responsible for formulating selection criteria and procedures for directors and senior management, reviewing the Board of Directors' structure, size and composition (including skills, knowledge and experience) at least annually, assisting the Board of Directors in maintaining a Board of Directors skills matrix, screening and reviewing candidates for directors and senior management positions and their qualifications, and making recommendations to the Board of Directors on the following matters:

- (1) Identifying individuals possessing suitable qualifications to serve as directors and selecting and nominating such persons for appointment as directors;
- (2) Making recommendations to the Board of Directors regarding the appointment or reappointment of directors and succession planning for directors (particularly the Chairman and Chief Executive Officer);
- (3) Assessing the independence and adequate capability of independent non-executive directors;
- (4) Removing directors from office;
- (5) Appointing or removing senior management;
- (6) Supporting the Company's regular evaluation of the Board of Directors' performance; and
- (7) Other matters as required by laws, administrative regulations, the provisions of the CSRC, the Hong Kong Listing Rules, and the Articles of Association.

If the Board of Directors does not adopt or fully adopt the recommendations of the Committee, the Board of Directors resolution should record the Committee's opinions and the specific reasons for not adopting them, and this information should be disclosed.

Article 9 The Committee shall perform its duties in accordance with the Articles of Association and the authority granted by the Board of Directors.

Chapter 4 Decision-making Procedures

Article 10 In accordance with the provisions of relevant laws and regulations, and the Articles of Association, the Committee shall study the selection criteria and procedures and the terms of office for the directors and senior management of the Company, with reference to the Company's actual situation. Any resolution made in this regard shall be filed and submitted to the Board of Directors for approval and shall be implemented accordingly.

Article 11 The selection procedures of directors and senior management shall be conducted in accordance with the following provisions:

- (1) the Committee shall actively communicate with substantial shareholders of the Company and relevant departments of the Company and study the demand of the Company for new directors and senior management, and prepare written materials;
- (2) the Committee may search extensively for candidates for directors and senior management within the Company and its controlling or shareholding enterprises and in the talent market;
- (3) the Committee shall gather information about the occupation, academic qualifications, position title, detailed work experience and all the part-time posts of the preliminary candidates and prepare written materials;
- (4) unless consent from the nominees regarding the nomination is obtained, they shall not be considered as candidates for directors or senior management;
- (5) the Committee shall convene meetings of the Committee to review the qualifications of the preliminary candidates in accordance with the job requirements for directors and senior management;
- (6) the Committee shall put forward recommendations and relevant materials to the Board of Directors about the candidates for directors and the candidates for new senior management prior to the election of new directors and the appointment of new senior management; and
- (7) the Committee shall carry out other follow-up work according to the decision and feedback of the Board of Directors.

Upon completion of the selection of directors, the Company shall enter into director service contracts and letters of appointment with newly appointed directors based on actual circumstances.

Chapter 5 Rules of Procedure

Article 12 Committee meetings shall be held by giving notice to all members 3 days in advance.

Committee members may propose an extraordinary meeting, and the convener shall convene such meeting within 3 days of receiving the proposal. If it is necessary to convene an extraordinary meeting as soon as possible, under the unanimous consent of all members, the above time limit of notice for convening an extraordinary meeting may also be waived, however, the convener shall provide an explanation at the meeting.

Article 13 Committee meetings shall be held with the attendance of more than half of the members. Each member shall have one vote. Resolutions made at meetings must be approved by more than half of the members.

Article 14 When deemed necessary, the Committee may invite directors, and senior management of the Company to attend Committee meetings as non-voting participants.

Article 15 When necessary, the Committee may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

Article 16 Committee meetings shall be held in person as a general rule, with voting conducted by a show of hands. Where necessary, provided that all members attending the meeting are able to fully communicate and express their views, voting may be conducted by correspondence.

Article 17 Members of the Committee shall express their opinions clearly and independently based on their own judgment and strive to reach a consensus of opinion. Where it is truly difficult to reach a consensus of opinion, all dissenting opinions shall be recorded in the meeting minutes with explanations provided.

Article 18 The procedures for convening Committee meetings, the voting method, and the resolutions adopted at meetings shall comply with relevant laws, regulations, the Articles of Association, and these Terms of Reference.

Article 19 Committee meetings shall be recorded, with sufficient detail concerning the matters considered and the decisions reached, including any concerns raised or objections expressed by directors. Committee members attending the meeting shall sign the minutes. The minutes shall be kept by the company secretary of the Board of Directors for a period of 10 years.

Article 20 Resolutions adopted and voting results of Committee meetings shall be reported to the Board of Directors in writing.

Article 21 All members present at the meeting shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 22 The term “or more” in these Terms of Reference includes the specified number, while “more than” excludes the specified number.

Article 23 Matters not covered in the Terms of Reference shall be implemented in accordance with the provisions of the relevant laws, regulations of the PRC, and the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association. In case of any conflict between the Terms of Reference and any future laws and regulations of the PRC, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association as amended by legal procedures, the relevant laws and regulations of the PRC, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association shall prevail.

Article 24 The Board of Directors shall be responsible for interpreting the Terms of Reference.

Article 25 These Terms of Reference shall come into effect and will be implemented upon the date of consideration and approval by the Board of Directors.

Suzhou Novosense Microelectronics Co., Ltd.

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