

Crealights Technology Co., Ltd.

北京海光芯正科技股份有限公司

Terms of Reference for the Nomination Committee of the Board

(Applicable after listing of H Shares)

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of Directors, the general manager and senior management of Crealights Technology Co., Ltd. (hereinafter referred to as the “Company”), optimise the composition of the Board and improve the corporate governance structure, the Board of the Company hereby establishes the Nomination Committee of the Board (hereinafter referred to as the “Nomination Committee”) and formulates these Rules in accordance with the Company Law of the PRC (hereinafter referred to as the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Hong Kong Stock Exchange”), the Articles of Association of Crealights Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant provisions.

Article 2 The Nomination Committee is a special working body under the Board, primarily responsible for selecting and making recommendations with respect to the qualification of Directors and senior management nominated by nominators entitled to make nominations under the Articles of Association, reporting to the Board and being accountable to the Board.

CHAPTER II COMPOSITION

Article 3 The Nomination Committee shall consist of at least three directors, with the number of members being odd, among whom independent non-executive Directors shall constitute the majority.

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

Article 5 The Nomination Committee shall have a chairman (convener), who shall be the Chairman of the Board or an independent non-executive Director, and shall be responsible for presiding over the work of the Nomination Committee. The chairman shall be nominated by the Nomination Committee and shall be elected or removed by a majority vote of the members of the Nomination Committee. If the chairman of the Committee is unable or fails to perform his or her duties, he or she shall designate another member to act on his or her behalf.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. Members whose term expires may stand for re-election. If a member ceases to serve as a Director of the Company during his or her term, his or her membership shall automatically terminate, and the vacancy shall be filled promptly in accordance with these Rules.

CHAPTER III DUTIES AND AUTHORITIES

Article 7 The principal duties and authority of the Nomination Committee are as follows:

(I) to make recommendations to the Board at least annually on the composition and size of the Board based on the Company's operating activities, asset size and shareholding structure;

(II) to study the selection criteria and procedures for Directors and senior management and to make recommendations thereon;

(III) to conduct extensive searches for qualified candidates for Directors and senior management;

(IV) to review and make recommendations on candidates for Directors and senior management;

(V) to review and make recommendations on other senior management required to be appointed by the Board;

(VI) to assess the independence of independent non-executive Directors;

(VII) to formulate and maintain a policy on board diversity, and to review and disclose such diversity policy or a summary of such policy in the Company's annual report on a regular basis;

(VIII) when the Board needs to increase the number of Directors or fill a vacancy on the Board, to identify individuals suitably qualified to serve as Directors and to provide recommendations to the Board on the selection and nomination of such individuals for appointment as Directors. In identifying suitable candidates, the Nomination Committee shall give full

consideration to the complementarity of the knowledge and experience of Board members, the balance and independence of the composition of the Board, and shall select candidates on an objective basis, taking full account of the benefits of board diversity and the business needs of the Company, and shall select candidates from a broad base, ensuring that the Board members possess the appropriate skills, experience and diversity of perspectives and views to support the Company in achieving its strategic objectives, maintaining its competitive advantages and achieving sustainable development;

(IX) the Nomination Committee shall be responsible for making recommendations to the Board on the re-appointment of non-executive Directors (including independent non-executive Directors) upon the expiry of their terms, and for making recommendations on the election or re-election of Directors by shareholders and on the continued service of any Director for any period. If the Board intends to propose a resolution at a shareholders' meeting for the election of a person as an independent non-executive Director, the Nomination Committee shall ensure that the circular to shareholders and/or explanatory letter accompanying the relevant notice of the shareholders' meeting sets out: (i) the process for identifying such person, the reasons why the Board believes such person should be elected and the reasons why they consider such person to be independent; (ii) if the candidate independent non-executive Director is to serve as a Director of a seventh (or more) listed company, the reasons why the Board believes such person can still devote sufficient time to performing his or her duties as a Director; (iii) the perspectives, skills and experience that such person can bring to the Board; and (iv) how such person will promote diversity on the Board;

(X) to review the Company's compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules of the Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;

(XI) other matters as authorised by the Board.

Article 8 The Nomination Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for consideration and decision. When the Nomination Committee performs its duties, the relevant departments of the Company shall provide cooperation.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 9 For Directors nominated by the Board, the office of the Board of the Company shall submit the nomination proposal, the detailed information of the nominated candidates and the letter of undertaking of the candidates to the Nomination Committee ten days before the Board meeting is

held. The Nomination Committee shall review the qualifications of such candidates and report to the Board.

Article 10 The Nomination Committee shall, in accordance with relevant laws, administrative regulations, other regulatory documents, the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association, and taking into account the actual circumstances of the Company, study the election conditions, selection procedures and term of office of the Company's Directors and senior management, and shall report the resolutions formed to the Board for approval and implementation.

Article 11 For senior management of the Company nominated by the general manager, the office of the Board of the Company shall submit the detailed information of the candidates to the Nomination Committee ten days before the Board meeting is held. The Nomination Committee shall review the qualifications of such candidates and report to the Board.

Article 12 If the Nomination Committee considers that a nominated Director or senior management candidate does not meet the qualification requirements, it shall provide its review comments to the nominator ten days before the Board meeting is held.

CHAPTER V RULES OF PROCEDURE

Article 13 Meetings of the Nomination Committee shall be divided into regular meetings and extraordinary meetings. A regular meeting of the Nomination Committee shall be held at least once a year, and notice of the regular meeting shall be given to all members five days before the meeting is held.

Notice of an extraordinary meeting of the Nomination Committee shall be given to all members three days before the meeting is held. The aforementioned notice period may be waived with the unanimous consent of all members. If the chairman of the Committee is unable to attend the meeting, he or she may designate another member (who is an independent non-executive director) to preside over the meeting.

Article 14 A meeting of the Nomination Committee may be held only if at least two-thirds (including two-thirds) of its members are present. Each member shall have one vote. A resolution of the Committee must be approved by more than half of all its members.

Article 15 Voting at meetings of the Nomination Committee shall be conducted by a show of hands or by poll. If necessary, the meeting may be held by means of communication voting.

Article 16 If necessary, the Nomination Committee may invite Directors, supervisors and senior management of the Company to attend its meetings as non-voting participants. If necessary, the Nomination Committee may engage an intermediary institution to provide professional advice for its decision-making, with the relevant expenses borne by the Company.

Article 17 Minutes of meetings of the Nomination Committee shall be kept, and the members present at the meeting shall sign the minutes. The minutes shall be kept by the secretary to the Board of the Company.

Article 18 The resolutions and voting results approved at meetings of the Nomination Committee shall be reported to the Board in writing.

Article 19 All members attending a meeting of the Nomination Committee and other attendees of the meeting are obligated to maintain confidentiality regarding the matters discussed at the meeting and shall not disclose the relevant information without authorisation.

CHAPTER VI ANNUAL SHAREHOLDERS' MEETINGS

Article 20 The chairman of the Nomination Committee shall attend the annual shareholders' meeting of the Company and be prepared to answer any questions raised by shareholders in relation to the duties of the Nomination Committee.

Article 21 If the chairman of the Nomination Committee is unable to attend the annual shareholders' meeting of the Company, he or she shall arrange for another member of the Committee (or, if such member is unable to attend, his or her duly appointed representative) to attend the meeting. Such person shall be prepared to answer shareholders' questions concerning the work of the Nomination Committee at the annual shareholders' meeting.

CHAPTER VII SUPPLEMENTARY PROVISIONS

Article 22 These Rules shall be considered and approved by the Board with effect from the date of issuance of H shares by the Company and listing on the Main Board of The Stock Exchange of Hong Kong Limited.

Article 23 Matters not covered by these Rules shall be handled in accordance with the relevant national laws and regulations, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association. If any provision of these Rules is inconsistent with any national law or

regulation, the Listing Rules of the Hong Kong Stock Exchange or the Articles of Association, the matter shall be governed by such national law or regulation, the Listing Rules of the Hong Kong Stock Exchange or the Articles of Association, and these Rules shall be amended accordingly and submitted to the Board for consideration and approval.

Article 24 The term “above” and “at least” mentioned in these Terms of Reference includes the original number; “more than half” do not include the original number.

Article 25 These Rules shall be construed by the Board of the Company.

Crealights Technology Co., Ltd.

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