

Anker Innovations Technology Co., Ltd.

Terms of Reference of the Nomination Committee

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Chapter 1 General Provisions

Article 1 To strengthen the decision-making function of the Board of Directors of Anker Innovations Technology Co., Ltd. (hereinafter referred to as “the Company”), enhance the effective supervision by the Company’s Board of Directors over the management, and improve the corporate governance structure, the Company has established a Nomination Committee (hereinafter referred to as “the Committee”) under the Board of Directors (the Board) with these Terms of Reference, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, 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 Anker Innovations Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”), and other relevant laws, administrative regulations, and regulatory documents.

Article 2 The Nomination Committee is a special working body of the Board established by the Board pursuant to the resolutions of the shareholders’ meeting. It is primarily responsible for making recommendations to the Board regarding the selection procedures, criteria, and qualifications for the Company’s directors and senior management members.

Article 3 These Terms of Reference shall apply to the Committee and the relevant personnel and departments mentioned herein.

Chapter 2 Composition

Article 4 The Nomination Committee shall be composed of at least three directors, of whom the majority shall be independent directors (also referred to as “independent non-executive directors”, the same below). The Nomination Committee shall include at least one director of a different gender.

Article 5 The chairperson (convener) and members of the Nomination Committee shall be appointed and removed by the Board in accordance with the procedures prescribed by laws, regulations, and the Articles of Association.

Article 6 The Nomination Committee shall have one chairperson, who shall be elected by the Board from among the chairman of the Board or the independent director members and shall be responsible for presiding over the work of the Nomination Committee.

Article 7 The term of office of the members of the Nomination Committee shall be the same as that of the directors. A member of the Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. Where, during the term of office, a member of the Committee ceases to hold the position as a director of the Company, such member shall automatically lose the membership of the Committee. A member of the Committee may tender a resignation to the Board before the expiration of his/her term of office, and the resignation report shall contain a necessary explanation of the reasons for resignation and any matters that require the attention of the Board. Upon proposal by the chairman of the Board and discussion and approval by the Board, adjustments may be made to the members of the Committee during their terms of office. When the number of members of the Committee falls below the number required under these Terms of Reference, the Board shall fill the vacancy in accordance with the provisions of these Terms of Reference. The term of office of any member appointed to fill the vacancy shall last until the expiration of the member's term as a director.

Article 8 Prior to the expiration of his/her term of office, a member of the Nomination Committee shall not be removed from office without cause, unless circumstances arise under which he/she is disqualified from holding the position prescribed by the Company Law, the Articles of Association, the Hong Kong Listing Rules, or these Terms of Reference. Where, during the term of office, a member of the Committee ceases to hold the position as a director of the Company or becomes no longer suitable to serve as a member (for example, where a member who is required to be an independent director no longer satisfies the independence requirements under the Hong Kong Listing Rules), such member shall automatically lose the membership of the Committee.

A member of the Nomination Committee may resign before the expiration of his/her term of office. The resignation of a member shall be submitted to the Board in the form of a written resignation report, which shall take effect only upon approval by the Board. Prior to the assumption of office by the newly elected member, the original member shall continue to perform his/her relevant duties in accordance with the provisions of these Terms of Reference.

Where the number of members of the Nomination Committee fails to satisfy the requirements of the Hong Kong Listing Rules due to resignation, removal, or any other reason of a member, the Board shall immediately issue an announcement in accordance with the requirements of the Hong Kong Listing Rules to explain the details and reasons for the failure to meet relevant requirements, and shall fill the vacancy within three months from the date of failure to meet the aforementioned requirements in accordance with the Hong Kong Listing Rules and these Terms of Reference. The term of office of any supplementary member shall expire upon the expiration of such member's term of office as a director.

Chapter 3 Duties and Authorities

Article 9 The main duties and authorities of the Nomination Committee include:

- (I) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year, assist the Board in preparing a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's strategy;

- (II) to formulate and appropriately review the policy on diversity of Board members, and prepare appropriate disclosure content regarding the diversity policy to be included in the corporate governance report;
- (III) to identify individuals with suitable qualifications for serving directors, and select or make recommendations to the Board on candidates nominated for directorships;
- (IV) to assess the time commitment and contribution of each director to the Board, and his/her ability to effectively perform duties, taking into account the director's professional qualifications and work experience, existing directorships in issuers listed on the Main Board or GEM, the time commitment involved in other significant external commitments of the director, and other factors or circumstances relating to the director's personality, character, independence and experience;
- (V) to assess the independence of independent non-executive directors;
- (VI) to make recommendations to the Board on the appointment or re-appointment of directors and succession plans for directors (in particular the chairman of the Board and the chief executive officer (if any));
- (VII) to support the Company in regularly evaluating the Board's performance (at least once every two years);
- (VIII) where an independent non-executive director to be re-appointed has served for more than 9 years, to explain to the Board the reasons why it is considered that the director remains independent and should be re-elected, including the factors considered, the process for making such a decision and the content of discussions, which shall then be submitted to shareholders for consideration and approval by way of a separate resolution;
- (IX) where the Board proposes to appoint a person as an independent non-executive director, to explain to the Board (a) the process for identifying such person, the reasons for considering that such person should be appointed, and the reasons why they consider such person to be independent; (b) if the proposed independent non-executive director will hold the office of director in the seventh (or more) issuer listed on the Main Board or GEM, the reasons why it is considered that such person will still be able to devote sufficient time to fulfilling his/her duties as a director; (c) the views and perspectives, skills and experience that such person can bring to the Board; and (d) how such person will contribute to the diversity of the Board, which shall then be submitted to shareholders for consideration and approval by way of a separate resolution;
- (X) other duties and authorities recommended by laws, administrative regulations, regulations of the CSRC, the Hong Kong Listing Rules, the Articles of Association, or other laws, regulations and rules.

Article 10 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management members, screening and reviewing candidates for directors and senior management members and their qualifications for appointment, and making recommendations to the Board on the following matters:

- (I) nomination or removal of directors;
- (II) appointment or dismissal of senior management members;
- (III) other matters as stipulated by laws, administrative regulations, regulations of the CSRC, 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 in the Board resolution the opinions of the Nomination Committee and the specific reasons for not adopting them, and shall make disclosure accordingly.

The Nomination Committee shall publish its terms of reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website, explaining its role and the authority delegated to it by the Board.

Article 11 The main duties and authorities of the chairperson of the Nomination Committee include:

- (I) to convene and preside over meetings of the Committee, and to sign and issue meeting resolutions;
- (II) to propose the convening of meetings;
- (III) to lead the Committee and ensure its effective operation and performance of its duties;
- (IV) to ensure that the Committee reaches a clear and definitive conclusion on each matter discussed, with such conclusion including: approval, rejection, or referral back for further deliberation with additional materials;
- (V) to determine the agenda for each meeting of the Committee;
- (VI) to ensure that all members of the Committee understand the matters discussed at the meeting of the Committee, and to ensure that each member receives complete and reliable information.

Article 12 The main duties and authorities of the members of the Committee include:

- (I) to attend meetings of the Committee on time, express opinions on matters discussed at the meetings, and exercise corresponding voting rights;
- (II) to propose agenda items for discussion at the meetings of the Committee;
- (III) to attend relevant meetings of the Company as non-voting participants or visitors, conduct surveys and researches and obtain relevant information such as necessary reports, documents and materials for the purpose of discharging their duties;
- (IV) to fully understand the duties of the Committee and their own duties as members of the Committee, and to familiarize themselves with the Company's management and operational status, business activities, and developments relevant to their duties, so as to ensure their ability to perform their duties;
- (V) to fully devote sufficient working time and energy to the performance of their duties.

Article 13 The Nomination Committee shall be accountable to the Board; its proposals shall be submitted to the Board for consideration and decision. The Nomination Committee shall provide all research and discussion details, materials and information to the Board in the form of reports, recommendations and summaries, for the Board's study and decision-making.

Chapter 4 Rules of Procedure

Article 14 A meeting of the Nomination Committee shall be convened when: (1) the Board deems it necessary; (2) the chairperson of the Committee deems it necessary; or (3) two or more members of the Committee so propose.

The Board Office of the Company shall notify all members of the Committee three days prior to the holding of a meeting. The aforementioned notice period may be waived with the unanimous consent of all members. Notice of a meeting shall be deemed to have been served to any member of the Committee who has attended the meeting and has not raised an objection regarding the non-receipt of the meeting notice either prior to or at the time of arriving at the meeting.

Meetings of the Nomination Committee shall be presided over by its chairperson. Where the chairperson is unable to attend the meeting, he/she may authorize another member to preside over the meeting on his/her behalf.

Article 15 The meeting notice shall include: the venue and time of the meeting, the duration of the meeting, the agenda and matters to be discussed, and the date of issuance of the notice. The meeting notice may be given by personal delivery, fax, email, or registered mail.

Article 16 Meetings may be held in the form of physical meetings or communication meetings. Communication meetings include telephone conferences, video conferences, and meetings by way of written resolutions.

Article 17 A meeting of the Nomination Committee shall be held only if a majority of the members (including members who have appointed another member in writing to attend the meeting on their behalf) are present. Each member shall have one vote. A resolution of the meeting must be passed by a majority of all members.

Article 18 The voting at a meeting of the Nomination Committee shall be conducted by a show of hands or by such other voting method as determined by the chairperson.

Article 19 A resolution signed by all members of the Nomination Committee in writing shall also be valid as if it had been passed at a meeting of the Nomination Committee duly convened and held. The proposals passed and voting results at meetings of the Nomination Committee shall be reported to the Company's Board in writing, unless the reporting of such matter conflicts with the general duties of the Nomination Committee or reporting is restricted by laws, regulations or regulatory provisions (for example, disclosure is restricted by regulatory provisions).

Article 20 When necessary, the Nomination Committee may invite the Company's directors, relevant senior management members, or other personnel to attend its meetings as non-voting participants. Such persons being invited shall provide explanations and clarifications as requested by the members of the Committee. The Company's directors (including independent directors) who are not members of the Committee shall have the right to attend meetings of the Committee as non-voting participants.

Article 21 When the Nomination Committee performs its duties, the relevant departments of the Company shall provide cooperation and adequate resources. If necessary, the Nomination Committee may engage intermediaries to provide professional opinions for its decision-making. The reasonable expenses incurred thereby shall be borne by the Company.

Article 22 The convening procedures and voting methods of, and resolutions adopted at the meetings of the Nomination Committee must comply with relevant laws, regulations, the Articles of Association, and these Terms of Reference.

Article 23 Minutes shall be kept for meetings of the Nomination Committee. The minutes shall be prepared by the Board Office and shall include the following:

- (I) the convening method, date, venue and name of the presider of the meeting;
- (II) the attendance in person and by proxy as well as absences;
- (III) the topics of the meeting;

(IV) the deliberation and voting results of the meeting;

(V) the name of the person who took the meeting minutes.

The minutes of meetings of the Committee should record in sufficient detail the matters considered and decisions reached at the meeting, including any concerns or dissenting views expressed by the directors. The members attending the meeting and the secretary to the Board attending the meeting as a non-voting participant shall sign the minutes of the Committee meeting. The meeting minutes shall be kept by the secretary to the Board in accordance with the Company's archives management policies. The draft and final versions of the minutes shall be sent to all Committee members within a reasonable period of time after the meeting, with the draft provided for members to express their views and the final version for their records. Directors of the Company may inspect the minutes of meetings at any reasonable time upon giving reasonable notice, and the minutes shall be kept for a period of not less than ten years.

Article 24 Resolutions passed by, and the voting results of, a meeting of the Nomination Committee shall be reported in writing to the Board.

Article 25 If a member of the Committee is interested in any matter being considered by the Committee, such member shall abstain from the discussion and voting of such matter.

Article 26 All persons present at the meeting shall keep confidential all matters considered at the meeting and shall not disclose any of the relevant information without authorization.

Article 27 All members of the Committee shall attend meetings in person. In the event that a member is unable to attend a meeting in person for any reason, the said member may submit a power of attorney signed by him/her, authorizing another member to attend the meeting and express opinions on his/her behalf. The power of attorney shall specify the scope and duration of authorization.

Article 28 Any member attending the meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member does not attend a meeting of the Committee in person or authorize another member to exercise the rights on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

Article 29 A member who is unable to attend a meeting in person may also exercise his/her rights by submitting in writing his/her opinions with respect to any matter to be considered, provided that such written opinions shall be submitted to the Board Office no later than the convening of the meeting.

Chapter 5 Coordination and Communication

Article 30 If, when the Board is not in session, the Nomination Committee has any material or special matters that need to be submitted to the Board for consideration, it may submit a written report to the Board through the secretary to the Board, and may recommend that the chairman of the Board convene a Board meeting for discussion.

Article 31 Any written reports submitted by senior management members to the Nomination Committee shall be signed and issued by the general manager or the senior management member responsible for the relevant matter, and submitted to the Nomination Committee through the secretary to the Board or the Board Office.

Article 32 Any written report submitted by the Nomination Committee to the Board shall be signed and issued by the chairperson of the Committee or a member authorized by the chairperson, and submitted to the Board through the secretary to the Board.

Article 33 If, when the Nomination Committee is not in session, senior management members of the Company have any material or special matters, they may submit a written report to the Nomination Committee through the secretary to the Board or the Board Office, and may recommend that the chairperson of the Nomination Committee convene a meeting for discussion.

Article 34 The Nomination Committee shall, through its chairperson or a member authorized by the chairperson, report to the Board on its work since the last regular Board meeting, or provide a special report on a particular matter.

Chapter 6 Executive Body of the Committee

Article 35 The secretary to the Board shall be responsible for organizing and coordinating the work between the Committee and the relevant departments; the secretary to the Board shall attend Committee meetings as a non-voting participant.

Article 36 The Board Office of the Company and the relevant departments of the Company shall cooperate with each other to jointly carry out the work relating to the Committee.

Article 37 The Board Office shall be responsible for meeting administrative work including the preparation and issuance of meeting notices.

The human resources and administration departments of the Company shall be responsible for preparing and providing the relevant information required for the matters to be considered at the meeting, and liaising with the relevant departments.

The relevant functional departments of the Company have the duty to provide working services to the Committee and to provide support and cooperation to the Board Office and the human resources and administration departments in their work.

Chapter 7 Supplementary Provisions

Article 38 These Terms of Reference shall, upon deliberation and approval by the Board, take effect and be implemented from the date on which the H Shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited.

Article 39 Matters not covered herein shall be implemented in accordance with the relevant national laws, regulations and regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case that these Terms of Reference are in conflict with the national laws, regulations and regulatory documents, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, the relevant national laws, regulations and regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 40 For the purpose of these Terms of Reference, references to "above", "within" and "below" shall include the given figures, while references to "over", "short of", "other than", "less than" and "more than" shall exclude the given figures.

Article 41 The meaning of the "independent director" mentioned in these Terms of Reference shall include the meaning of "independent non-executive director" under the Hong Kong Listing Rules.

Article 42 These Terms of Reference shall be subject to the interpretation of the Board.