ZHONGJI INNOLIGHT CO., LTD.
Rules of Procedure for the Nomination Committee of the Board of Directors

Chapter I General Provisions

Article 1 In order to regulate the appointment of directors and senior management personnel, optimize the composition of the board of directors, and improve its corporate governance structure, Zhongji InnoLight Co., Ltd. (hereinafter referred to as the "Company") has established a nomination committee of the board of directors (hereinafter referred to as the "Nomination Committee" or the "Committee") as a dedicated body responsible for selecting the Company's directors, president and other senior management personnel.

Article 2 In order to ensure that the Nomination Committee carries out its work in a standardized and efficient manner, the board of directors of the Company has formulated these Rules of Procedure 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the appendices thereto (hereinafter referred to as the "Hong Kong Listing Rules"), the Rules Governing the Listing of Stocks on the ChiNext of the Shenzhen Stock Exchange, the Self-regulatory Guidelines for the Listed Companies on the Shenzhen Stock Exchange No. 2 – Standardized Operation of the Listed Companies on the ChiNext and the Articles of Association as well as other relevant laws and regulations and normative documents.

Chapter II Composition

Article 3 The Nomination Committee shall consist of more than three (inclusive) directors, of whom more than half shall be independent directors, and shall include at least one director of a different gender.

Article 4 The members of the Nomination Committee shall be elected by the board of directors. The Nomination Committee shall have one convener, who shall be an independent director. The convener shall be elected among the members and approved by the board of directors.

The convener of the Nomination Committee shall be responsible for convening and presiding over the meetings of the Nomination Committee. In case of failure or inability to perform his/her duties, the convener of the Committee shall designate another member to act on his/her behalf. Where the convener of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the relevant situation to the board of directors of the Company, and the board of directors of the Company shall designate a member to perform the duties of the convener of the Nomination Committee.

Article 5 The term of office of the members of the Nomination Committee shall be the same as that of the directors of the board of directors of the same session. A member of the Nomination Committee shall not be removed from office without cause before the expiry of his/her term of office unless he/she is prohibited from holding office under laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Company Law, the Articles of Association or these Rules of Procedure. If any member of the Nomination Committee ceases to serve as a director of the Company during his/her term of office, or if a member who is required to be an independent director no longer meets the independence requirements stipulated by the securities regulatory rules of the place where the Company's shares are listed, he/she shall automatically lose his/her qualification as a member of the Nomination Committee.

Article 6 When the Nomination Committee has fewer than two-thirds of the required number of members due to the resignation, removal of members or other reasons, the board of directors of the Company shall fill in the vacancy within 60 days from the occurrence of such circumstances. Before the number of members of the Nomination Committee reaches two-thirds of the required number, the Nomination Committee shall suspend the exercise of the duties and authorities stipulated in these Rules of Procedure.

Article 7 The provisions on the obligations of directors stipulated in the Company Law and the Articles of Association shall apply to the members of the Nomination Committee.

Article 8 The Nomination Committee shall set up a working group acting as the daily working body responsible for, among others, communication of daily work and organization of meetings.

Chapter III Duties and Authorities

Article 9 The Nomination Committee is a dedicated working body established by the board of directors, which shall be mainly responsible for formulating the selection criteria and procedures for directors and senior management personnel, and selecting, reviewing and making recommendations on the candidates for directors and senior management personnel and their qualifications.

Article 10 The main duties and authorities of the Nomination Committee are:

(i) To review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least annually, assist the board in maintaining a board skills matrix, and to make recommendations to the board of directors on the size and composition of the board of directors based on the Company's operating activities, asset size and shareholding structure; when considering the composition of the board of directors, to ensure the balance between executive and non-executive directors (including independent directors) within the board of directors, and consider the diversity of the members of the board of directors in various aspects, including but not limited to gender, age, cultural and educational background, and professional experience of directors; to formulate and review the diversity policy of the board of directors; to study the selection criteria and procedures for directors and president and make recommendations to the board of directors; to conduct extensive searches for qualified candidates for directors and president;

(ii) To review and make recommendations on the candidates for directors (including independent directors) and president;

(iii) To select, review and make recommendations on the candidates for other senior management personnel whose appointment shall be subject to the approval by the board of directors, and their qualifications;

(iv) To make recommendations to the board of directors on the appointment or re-appointment of directors and succession plan for directors (in particular the chairman of the board of directors) and president;

(v) To review the independence of independent directors;

(vi) To support the Company's regular evaluation of the board's performance;

(vii) Other matters as authorized by the board of directors;

(viii) Other matters as required by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the board of directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting the same in the resolution of the board of directors and make disclosure.

Article 11 The Nomination Committee shall be accountable to the board of directors, and the resolutions and proposals made by the Committee shall be submitted to the board of directors for review and decision.

Article 12 The board of directors shall fully respect the recommendations of the Nomination Committee on the nomination of the candidates for directors and president, and shall not set aside the recommendations on the candidates for directors and president nominated by the Nomination Committee without sufficient reasons or reliable evidence.

Article 13 When the Nomination Committee performs its duties, the relevant departments of the Company shall provide cooperation. The expenses incurred during the daily operation of the Nomination Committee shall be borne by the Company.

Chapter IV Convening of Meetings and Notices

Article 14 The Nomination Committee shall convene at least one meeting annually. Meetings of the Nomination Committee may be convened at request by the convener of the Nomination Committee or jointly by more than two (inclusive of two) members.

Article 15 Meetings of the Nomination Committee may be held either as a physical meeting or with voting by way of correspondence.

Article 16 Meetings of the Nomination Committee shall be held with five-day notice prior to the meeting (excluding the day of the meeting), provided that the prescribed notice period may be exempted with unanimous consent of the attending members.

Article 17 The notice of a meeting of the Nomination Committee may be given by fax, email, telephone, or by personal or postal delivery.

When the notice is given by telephone, email or other prompt means of communication, the person being notified shall be deemed to have received the notice of the meeting if no written objection is received within two days from the date of giving the notice.

Chapter V Procedures for Deliberation and Voting

Article 18 Meetings of the Nomination Committee shall be held only when more than two-thirds (inclusive of two-thirds) of the members are present.

Article 19 A member of the Nomination Committee may attend a meeting in person or authorize another member to attend the meeting and exercise voting rights on his/her behalf.

Article 20 If a member of the Nomination Committee authorizes another member to attend the meeting and exercise voting rights on his/her behalf, he/she shall submit a power of attorney to the chairperson of the meeting. The power of attorney shall be submitted to the chairperson of the meeting no later than the voting at the meeting.

Article 21 If a member of the Nomination Committee neither attends the meeting in person nor authorizes another member to attend on his/her behalf, he/she shall be regarded as absent from the meeting.

If a member of the Nomination Committee fails to attend the meeting for two consecutive times, he/she shall be regarded as being unable to properly perform his/her duties, and the board of directors may remove him/her from his/her position.

Article 22 Resolutions made by the Nomination Committee shall be passed by more than half of all members (including absent members).

Each member of the Nomination Committee shall have one vote.

Article 23 Members of the working group of the Nomination Committee may attend the meeting of the Nomination Committee as non-voting persons. If the Nomination Committee deems necessary, other persons related to the meeting proposals may be gathered to attend the meeting as non-voting persons, introduce the situation or express opinions, but persons who are not members of the Nomination Committee shall have no voting rights over the proposals.

Article 24 Members present at the meeting shall, in a serious and responsible manner, deliberate the proposals and fully express their personal opinions. Members shall be responsible for their own votes.

Article 25 The voting methods of the meetings of the Nomination Committee shall be voting by show of hands or by poll.

Article 26 The proposals passed at the meetings of the Nomination Committee and the voting results shall be submitted to the board of directors of the Company in writing.

Article 27 The board of directors of the Company shall disclose the work carried out by the Nomination Committee in the past year in its annual work report, including, among others, information on convening of meetings and resolutions.

Article 28 The Nomination Committee shall keep written minutes of its meetings, and the members present at the meeting and the person taking the minutes shall sign the minutes. Members present at the meeting shall have the right to request explanatory remarks on their speeches at the meeting to be recorded in the minutes.

The minutes of meetings of the Nomination Committee shall be kept by the secretary to the board of directors as archives of the Company for ten years during the existence of the Company.

Article 29 The members of the Nomination Committee shall be obliged to maintain the confidentiality of relevant information they have learnt about the Company until such information is made public.

Chapter VI Supplementary Provisions

Article 30 Matters not covered in these Rules of Procedure shall be dealt with in accordance with the requirements of then effective laws, regulations, normative documents, 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 these Rules of Procedure and the requirements of then effective laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, the requirements of then effective laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 31 These Rules of Procedure shall be interpreted by the board of directors of the Company.

Article 32 Upon consideration and approval by the board of directors, these Rules of Procedure shall become effective and be implemented from the date on which the overseas listed foreign-invested shares (H shares) under the initial public offering of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited.