Transwarp Technology (Shanghai) Co., Ltd.

Terms of Reference of the Nomination Committee

CHAPTER 1 GENERAL PROVISIONS

Article 1 To further establish and improve the selection criteria and procedures for directors and senior management members of Transwarp Technology (Shanghai) Co., Ltd. (hereinafter referred to as the "Company"), and enhance the corporate governance structure, the Company hereby establishes a Nomination Committee of the Board of Directors (the Board) with these Terms of Reference 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") and its Appendix C1 Corporate Governance Code, the Articles of Association of Transwarp Technology (Shanghai) Co., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and other regulatory documents.

Article 2 The Nomination Committee is a special working body under the Board established by the Board according to the Articles of Association, and shall be primarily responsible for formulating the selection criteria 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 recommendations to the Board on the following matters:

(I) The nomination, appointment or removal of directors;

(II) The appointment or dismissal of senior management members;

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

If the Board does not adopt or fully adopt the recommendations of the Nomination Committee, the Board resolution shall record the views of the Nomination Committee and the specific reasons for not adopting the recommendations, and such information shall be disclosed accordingly.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall consist of three directors, of whom independent directors shall constitute a majority and shall serve as the convener, and at least one director of a different gender shall be represented on the Nomination Committee.

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

Article 5 Members of the Nomination Committee must meet the following conditions:

(I) They shall not be subject to any disqualifying circumstances that would preclude them from serving as a director or senior management member of the Company under the Company Law or the Articles of Association;

(II) They shall not have been declared as an unsuitable candidate by the stock exchange within the last three years;

(III) They shall not have been subject to administrative penalties by the CSRC for material violations of laws or regulations within the last three years;

(IV) They shall possess good moral character, be familiar with the industry in which the Company operates, have a certain level of capability in macroeconomic analysis and judgment, and possess relevant professional knowledge or work background;

(V) They shall meet other conditions as prescribed by relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Any person who does not meet the qualification requirements set forth in the preceding article shall not be elected as a member of the Nomination Committee. If, during the term of office, a member of the Nomination Committee is found to have any of the disqualifying circumstances specified in the preceding article, such member shall voluntarily resign or shall be dismissed and replaced by the Board.

Article 6 The Nomination Committee shall have one chairperson, who shall be a committee member serving as an independent director and shall be elected by more than one-half of all committee members. The chairperson shall serve as the convener 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 consistent with that of the directors. Upon expiration of their term, members may serve consecutive terms if re-elected. If, during their term, a member ceases to hold the position of director of the Company, or any member who is required to have the status of an independent director no longer possesses the independence as prescribed by the Articles of Association, such member shall automatically lose his/her membership on the Committee, and the Board shall fill the vacancy in accordance with Articles 3 through 5 above.

Article 8 A member of the Nomination Committee may resign before the expiration of his/her term of office. In resigning his/her duties, a member shall submit a written resignation report to the Board, which shall take effect only upon approval by the Board, and the resigning director shall continue to perform relevant duties in accordance with these Terms of Reference until a successor is elected and takes office.

Article 9 The Nomination Committee may, based on actual circumstances, consider establishing a working group to be responsible for routine work liaison, meeting organization, and other related matters. Members of the working group are not required to be members of the Nomination Committee.

CHAPTER 3 DUTIES AND AUTHORITY

Article 10 The primary duties and authority of the Nomination Committee are as follows:

(I) To study the selection criteria and procedures for directors and senior management members and make recommendations to the Board, taking into consideration factors including but not limited to cultural and educational background and professional experience;

(II) To assist the Company in conducting periodic assessments of the Board's performance, evaluate at least annually the structure, size, and composition of the Board (including skills, knowledge, age, gender, cultural and educational background, and experience), assist the Board in preparing a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; evaluate the structure of each committee under the Board, and recommend members to the relevant committees from among the directors, and submit such recommendations to the Board for approval;

(III) To review annually the Board diversity policy, monitor the implementation of the Board diversity policy, and disclose the Board diversity policy or a summary thereof in the Company's corporate governance report;

(IV) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, and make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors;

(V) To review and make recommendations on candidates for directors and senior management members, and establish a reserve plan for directors and senior management members, subject to necessary supplements and updates from time to time;

(VI) To assess the independence of independent directors and evaluate the number of directorships held by the Company's independent director candidates in other listed companies;

(VII) To handle other matters as prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and these Terms of Reference, and as delegated by the Board.

Article 11 The Nomination Committee is accountable to the Board. Proposals of the Nomination Committee 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. When the Nomination Committee performs its duties, relevant departments of the Company shall provide cooperation, and the required expenses shall be borne by the Company.

Members of the Nomination Committee must, in accordance with the provisions of laws, regulations, and the Articles of Association, undertake the duties of loyalty and diligence towards the Company. The exercise of powers and functions by the Nomination Committee shall not prejudice the interests of the Company or its shareholders. Reports and resolutions made by the Nomination Committee must comply with the requirements of laws, regulations and the Articles of Association. The Board has the authority to veto any report or resolution of the Nomination Committee that does not comply with laws, regulations or the Articles of Association.

CHAPTER 4 WORKING PROCEDURES

Article 12 The Nomination Committee shall, in accordance with the provisions of relevant laws, administrative regulations, other regulatory documents and the Articles of Association, and in light of the actual circumstances of the Company, study the selection criteria, selection procedures, and terms of office for the Company's directors and senior management members, and shall submit its resolutions to the Board for review and approval before implementation.

Article 13 The procedures for the selection and appointment of directors and senior management members are as follows:

(I) The Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's demand for new directors and senior management members, and produce written materials in respect thereof;

(II) The Nomination Committee may search for candidates for directors, the general manager and other senior management members on an extensive scale within the Company, holding enterprises (with a controlling or minority interest) and the job market;

(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 in respect thereof;

(IV) The Nomination Committee shall seek the consent of the nominees on the nomination; otherwise, such persons shall not be considered as candidates for directors or senior management members;

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

(VI) Prior to the election of new directors and the appointment of new senior management members, the Nomination Committee shall submit to the Board recommendations and relevant materials regarding director candidates and candidates for new senior management members;

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

If necessary, the Nomination Committee may engage intermediaries to provide professional opinions for its decision-making, with the expenses incurred to be borne by the Company.

CHAPTER 5 RULES OF PROCEDURES

Article 14 The meetings of the Nomination Committee shall be classified into regular meetings and interim meetings. The Nomination Committee shall convene at least one regular meeting annually, and issue a notice to all committee members five days before the convening of the meeting. An interim meeting of the Nomination Committee may be convened at the request of the chairperson, or upon the proposal of any non-chairperson member. All committee members shall be notified three days prior to the meeting. However, in urgent circumstances, an interim meeting may be convened at any time, provided that confirmation has been obtained that all individuals required to attend the meeting have received the meeting notice.

Article 15 The primary purpose of regular meetings of the Nomination Committee is to discuss and review the job performance of the Company's directors, the general manager, and other senior management members in the preceding year, as well as whether there is a need to replace any directors, the general manager, or other senior management members. In addition to the matters set forth above, the regular meetings of the Nomination Committee may also discuss any matters within its purview that are specified in the meeting notice.

Article 16 Meetings of the Nomination Committee shall be convened and presided over by the chairperson. In the event that the chairperson is unable or fails to perform his/her duties, the meeting shall be convened and presided over by another committee member who is an independent director.

Article 17 When convening a meeting of the Nomination Committee, a notice shall be given to all committee members, which shall state the time and venue of the meeting, and matters to be considered at the meeting.

Article 18 The notice of a meeting of the Nomination Committee may be given by means of facsimile, telephone, email, SMS, personal delivery, or written notice, provided that the meeting materials can be delivered to all members at the same time. The meeting notice shall include the following:

(I) The date, venue and convening method of the meeting;

(II) The purpose and agenda of the meeting;

(III) The contact person and contact details for the meeting;

(IV) The date on which the notice is sent.

Meeting materials for the Nomination Committee shall be delivered to all committee members and other participants entitled to attend the meeting simultaneously with the meeting notice.

Article 19 Meetings of the Nomination Committee shall be attended by the committee members in person. If a member is unable to attend a meeting for any reason, he/she may appoint in writing another member who shall be an independent director to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall be signed or sealed by the appointing member. Any member attending the meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member fails to attend a meeting of the Nomination Committee in person or by proxy, the said member shall be deemed to have waived his/her right to vote at the meeting.

Article 20 A meeting of the Nomination Committee shall be held only if more than two-thirds 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 21 Voting at meetings of the Nomination Committee shall be conducted by a show of hands or by ballot.

Article 22 Meetings of the Nomination Committee 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 proposals.

Article 23 When a meeting of the Nomination Committee is held by way of written proposals, the written proposals shall be delivered to all members by facsimile, express courier, or personal delivery. After the members have voted on the proposal, the original copies shall be returned to the Company for archiving. If the number of members who have signed to consent to a proposal meets the quorum prescribed in these Terms of Reference, the proposal shall become a resolution of the Committee.

Article 24 Any member of the Nomination Committee shall abstain from discussing any matters related to him/her at a meeting of the Nomination Committee. In such cases, the meeting of the Nomination Committee may be held if a majority of the unrelated members are present, and any resolution passed shall require the affirmative vote of a majority of the unrelated members. If the number of unrelated members present at the meeting is less than one-half of the total number of unrelated members on the Nomination Committee, the matter shall be submitted to the Board for consideration.

Article 25 The convening procedures, voting methods, and proposals passed at meetings of the Nomination Committee must comply with the provisions of relevant laws, administrative regulations, other regulatory documents, the Articles of Association, the securities regulatory rules of the place where the Company's shares are listed, and these Terms of Reference.

Article 26 Minutes shall be kept for all meetings of the Nomination Committee, and the members attending the meeting shall sign the minutes. The minutes shall be maintained by the secretary of the Board of the Company.

Article 27 Proposals passed by, and the voting results of, a meeting of the Nomination Committee shall be reported in writing to the Board.

Article 28 All attending members and any individuals present as non-voting participants shall be bound by a duty of confidentiality regarding the matters discussed at the meeting, and shall not disclose any related information without authorization.

CHAPTER 6 RECUSAL POLICY

Article 29 Where a member of the Nomination Committee, or any of their immediate family members, or any other enterprise controlled by the member or their immediate family members, has a direct or indirect interest in the matter under discussion at a meeting, such member shall promptly disclose to the Nomination Committee the nature and extent of such interest.

In the circumstances described in the preceding paragraph, the interested member shall, at the Nomination Committee meeting, provide a detailed explanation of the relevant circumstances and expressly declare their voluntary recusal from voting. However, if the other members of the Nomination Committee, after discussion, unanimously agree that such interest will not have a material impact on the matter to be voted upon, the interested member may participate in the voting.

If the Board of the Company considers that the participation of the interested member in the voting as referred to in the preceding paragraph is inappropriate, it may revoke the voting results of the relevant proposal and require the disinterested members to re-vote on the relevant proposal.

Article 30 The Nomination Committee shall deliberate and make resolutions on a proposal without counting the interested member towards the quorum. If, after the recusal of the interested member, the Nomination Committee falls short of the minimum quorum required for a meeting, the Committee shall, by means of a resolution of all members (including the interested member), decide on procedural matters such as submitting the proposal to the Board of the Company for deliberation, and the Board shall then deliberate on such proposal.

Article 31 The meeting minutes and resolutions of the Nomination Committee shall state that the interested member was not counted towards the quorum and did not participate in the voting.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 32 Unless otherwise specifically provided, the terms used in these Terms of Reference shall have the same meanings as those in the Articles of Association. Unless otherwise expressly provided by relevant national laws, administrative regulations, and securities regulatory rules of the place where the Company's shares are listed, the term "independent director" as used in these Terms of Reference shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules.

Article 33 Matters not covered by these Terms of Reference shall be handled in accordance with relevant national laws, administrative regulations, other regulatory documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. In the event of any inconsistency between these Terms of Reference and relevant laws, regulations, regulatory documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, the provisions of such relevant laws, regulations, regulatory documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail. If these Terms of Reference conflict with any national laws, administrative regulations, other regulatory documents promulgated thereafter, or the Articles of Association as amended through legal procedures, the relevant national laws, administrative regulations, other regulatory documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail, and these Terms of Reference shall be promptly revised and submitted to the Board for approval.

Article 34 The terms "more than" and "less than" as used in these Terms of Reference shall include the given number; while the terms "below" and "above" shall exclude the given number.

Article 35 These Terms of Reference shall be formulated and amended by the Board, and the Board shall be responsible for their interpretation. In the event of any discrepancy between the Chinese and English versions of these Terms of Reference, the Chinese version shall prevail.

Article 36 These Terms of Reference shall take effect and be implemented from the date on which the Company's H-shares issued under its initial public offering are listed on The Stock Exchange of Hong Kong Limited, upon consideration and approval by the Board of the Company. Upon the entry into force of these Terms of Reference, the original Terms of Reference of the Nomination Committee of Transwarp Technology (Shanghai) Co., Ltd. shall automatically become null and void.

Transwarp Technology (Shanghai) Co., Ltd.