

Shenzhen Camsense Technologies Co., Ltd.

Terms of Reference and Rules of Procedure of the Nomination Committee

Chapter 1 General Provisions

Article 1 In order to regulate the appointment of directors and senior management of Shenzhen Camsense Technologies Co., Ltd. (hereinafter referred to as the “**Company**”), optimise the composition of its board of directors and senior management, and improve the corporate governance structure, the nomination committee under the board of directors (hereinafter referred to as the “**Board**”) of the Company (hereinafter referred to as the “**Committee**”) is established with the Terms of Reference and Rules of Procedure of the Nomination Committee of Shenzhen Camsense Technologies Co., Ltd. (《深圳市歡創科技股份有限公司提名委員會職責和議事規則》) (hereinafter referred to as these “**Rules**”) in accordance with the Company Law of the People’s Republic of China and other relevant laws, administrative regulations and normative documents (collectively referred to as “**National Laws and Regulations**”), 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 the Articles of Association of Shenzhen Camsense Technologies Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

Article 2 The Committee is a specific executive body under the Board, mainly responsible for the formulation of standards and procedures for identifying and selecting candidates for directors and senior management of the Company, assessment of their performance and provision of recommendations.

Article 3 Directors referred to herein shall be all directors of the Company, and senior management shall be the manager, joint managers, deputy managers, chief financial officer, board secretary appointed by the Board, as well as other senior management specified in the Articles of Association.

Article 4 The Committee shall be accountable for and report to the Board.

Article 5 These Rules shall apply to the Committee and the persons and departments governed by these Rules.

Chapter 2 Composition of the Committee

Article 6 The Committee shall consist of no less than three directors, with a majority of independent non-executive directors and at least one of whom shall be a different gender from others.

Article 7 Members of the Committee shall be nominated by the chairman of the Board, more than half of independent directors or more than one-third of all directors, appointed by the Board upon approval by a majority of all directors.

Article 8 The Committee shall have a chairman, who shall be the chairman of the Board or an independent non-executive director. The chairman shall be nominated by the chairman of the Board and approved by the Board after deliberation.

Article 9 The term of office of the Committee shall be consistent with that of the Board of the same session, and the terms of office of the members shall be consistent with those of their directorships. Committee members may be re-elected upon expiration of their terms of office. If any Committee member ceases to be a director of the Company or any member who shall have the status of an independent non-executive director no longer meets the independence requirements under the Hong Kong Listing Rules during his/her term of office, his/her qualification as a Committee member shall be automatically revoked, and the vacancy shall be filled by a person elected by the Board in accordance with these Rules.

Article 10 A Committee member may tender his/her resignation to the Board before the expiration of his/her term of office. The resignation report shall contain necessary explanations on the reasons for resignation and matters that need to be brought to the attention of the Board of the Company. If the number of members falls below the minimum number as provided herein, the resigning member shall continue to perform relevant duties before the alternate member appointed by the Board takes office.

Article 11 The Committee members may be changed during their terms of office provided that such change is proposed by the chairman of the Board and approved by the Board after discussion.

Article 12 Where the composition of the Committee fails to satisfy the requirements of these Rules, the Board shall immediately state the details and reasons for such failure by way of an announcement in accordance with the requirements of the Hong Kong Listing Rules, and shall fill the vacancy within three months from the date of such failure in accordance with these Rules. The term of office of the member(s) so appointed shall expire upon the end of his/her term as a director.

Article 13 With the coordination of the Board office, the human resources department of the Company shall act as the executive body of the Committee to provide support and services for the work of the Committee and undertake relevant work assigned by the Committee.

Chapter 3 Responsibilities of the Committee and the Members

Article 14 The Committee mainly undertakes the following responsibilities:

- (I) to review the structure, size, composition and relevant qualifications (including the skills, knowledge, expertise and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to align with the Company's corporate strategy;
- (II) to identify individuals who possess qualifications to become Board members (including whether such individuals can bring perspectives, skills and experience to the Board, and whether they can promote Board diversity) and make recommendations to the Board on the selection of individuals nominated as directors;

- (III) to review the independence of the independent non-executive directors of the Company;
- (IV) to evaluate the number of other listed company directorships held by a candidate for independent non-executive director of the Company. If the candidate is to hold a directorship in their seventh (or more) listed company, the Board shall be convinced that the candidate can still devote sufficient time to the Board;
- (V) to formulate and maintain a nomination policy for directors, including the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review the policy on a regular basis and disclose the policy and the progress made towards achieving the objectives set out in the nomination policy in the Company's corporate governance report;
- (VI) to formulate and review the Board diversity policy, and at least annually review the structure, size, and composition (including the skills, knowledge, and experience) of the Board, assist the Board in the preparation of the Board skills matrix, and make recommendations to the Board on the size and composition of the Board based on the Company's operating activities, asset scale, and shareholding structure, as well as make recommendations on any proposed changes to the Board to align with the Company's corporate strategy. When considering the composition of the Board, a balanced composition of executive and non-executive directors (including independent non-executive directors) shall be ensured, and Board diversity shall be considered from multiple perspectives, including but not limited to the gender, age, cultural and educational background and professional experience of directors. It shall also be ensured that the summary of the Board diversity policy during the reporting period, the gender ratio of senior management and all employees, and the review results of the implementation of the diversity policy are disclosed in the corporate governance report, including but not limited to the progress toward achieving the Company's measurable objectives (such as target figures and timelines) and the measures for a diverse Board succession talent pool;
- (VII) to review annually the time commitment required of non-executive directors and independent non-executive directors, and evaluate their performance to assess whether they have devoted sufficient time to perform their duties;
- (VIII) to identify individuals who possess qualifications to become directors and make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman of the Board and the chief executive officer). The Committee shall make recommendations regarding the appointment of directors based on the challenges and opportunities faced by the Company, in accordance with the Company's diversity policy; and

(IX) Where the Board proposes to propose a resolution at a shareholders' meeting to elect an individual as an independent non-executive director, it shall state in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant shareholders' meeting:

1. the process used to identify the individual, the reasons why the Board considers the individual shall be elected and the reasons why the Board considers the individual to be independent;
2. if the proposed independent non-executive director is to hold a directorship in their seventh (or more) listed company, the reasons why the Board considers the individual would still be able to devote sufficient time to discharge his/her duties as a director;
3. the perspectives, insights, skills, and experience that the individual can bring to the Board;
4. how the individual contributes to Board diversity.

Article 15 The chairman of the Committee assumes the following responsibilities:

- (I) to convene and preside over meetings of the Committee;
- (II) to supervise and examine the performance and implementation of the resolutions of the Committee;
- (III) to sign the relevant documents of the Committee;
- (IV) to report the work of the Committee to the Board of the Company;
- (V) to attend the Company's annual general meeting and answer shareholders' questions about the Committee's responsibilities. If the chairman of the Committee is unable to attend the annual general meeting, any other member or duly appointed representative shall attend the meeting on his/her behalf;
- (VI) to perform other duties as required or delegated by the National Laws and Regulations, the Hong Kong Listing Rules, these Rules and the Board.

Article 16 A Committee member primarily assumes the following responsibilities:

- (I) to attend scheduled meetings of the Committee, and express opinions on the matters discussed and exercise voting rights at the meetings;
- (II) to submit proposals for discussion at the meetings of the Committee;
- (III) to attend or observe relevant meetings of the Company, conduct studies and research, and obtain reports, documents, materials and other relevant information necessary for the performance of his/her responsibilities;
- (IV) to fully understand the responsibilities of the Committee and his/her role as a member thereof, and acquaint himself/herself with the Company's operations, business activities and development relevant to his/her responsibilities, so as to ensure his/her capability to perform such responsibilities;
- (V) to ensure that he/she has devoted sufficient time and attention to fulfil his/her responsibilities;
- (VI) to perform other powers as delegated by the National Laws and Regulations, the Hong Kong Listing Rules, these Rules and the Board.

Article 17 The Committee shall be provided with sufficient resources to perform its duties. The Committee shall seek independent professional advice if necessary in the performance of its duties, at the Company's expense.

Article 18 The Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Chapter 4 Procedures of the Committee

Article 19 In terms of the selection and appointment procedures for directors and senior management, the Committee:

- (I) shall actively communicate with the relevant departments of the Company to study the demand of the Company for new directors and senior management and to formulate written materials thereof;
- (II) may extensively search for candidates for directors and senior management within the Company, controlled (invested) enterprises, and the talent market;
- (III) shall gather information about the occupation, education background, job title, detailed information in relation to the work experience and all the part-time positions of the preliminary proposed candidates, and formulate written materials thereon;

- (IV) shall not deem the nominee as the candidate for director or senior management unless his/her consent for nomination is obtained;
- (V) shall convene a Committee meeting to conduct qualification review on the candidates in accordance with the requirements for directors and senior management;
- (VI) shall submit to the Board its proposals and relevant information on the candidates for the new directors and senior management prior to the election of new directors and appointment of new senior management;
- (VII) shall carry out other follow-up work according to the decision and feedback from the Board.

Chapter 5 Meetings of the Committee

Article 20 Meetings of the Committee shall be classified as regular meetings and extraordinary meetings.

Article 21 The Committee shall hold at least one regular meeting each year, and all members shall be notified three days before the convening of the meeting.

Article 22 The Committee may convene extraordinary meetings when necessary. The chairman of the Committee shall issue a notice to convene a meeting within three days from the date of the actual occurrence of any of the following circumstances:

- (I) where the Board deems it necessary;
- (II) where the chairman of the Committee deems it necessary;
- (III) where it is proposed by two or more members of the Committee.

Article 23 The executive body of the Committee shall serve the notice of the meeting in written form (by e-mail, text messages, or other electronic means) on each of the Committee members and relevant persons being invited to attend the meeting as observers three days prior to the date of the meeting (except under special circumstances where the requirement of prior notice is exempted, provided that the chairman of the meeting shall explain thereon at the meeting). The notice of the meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person of the meeting and other relevant information.

Article 24 Upon receipt of the notice of the meeting, all Committee members shall promptly provide confirmation and relevant replies (including but not limited to their availability and travel arrangements) by appropriate means.

Article 25 The quorum of a Committee meeting shall be two-thirds or more of the Committee members.

Article 26 All members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person for any reason, such member shall, by signing and submitting a proxy form, authorise another member of the Committee to attend and express opinions at the meeting on his/her behalf. Such proxy form shall expressly state the scope and term of the authorisation. Each member may appoint only one other member as his/her proxy to exercise the voting right on his/her behalf for each meeting. Where a member authorises two or more other members to exercise the voting right on his/her behalf, such authorisation shall be invalid. In addition, no member shall accept any such authorisation from two or more other members concurrently.

A member attending a meeting on behalf of another member shall exercise the rights within the scope of authorisation. If a member does not attend a meeting in person or authorise another member of the Committee 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.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting his/her opinions in writing with respect to any matter on the meeting agenda, provided that such written opinions shall be submitted to the executive body of the Committee in any event no later than the commencement of the meeting.

Article 27 If a member fails to attend meetings of the Committee in person or authorise another member to attend such meetings on his/her behalf, nor does he/she submit any opinion in writing prior to the meetings on two consecutive occasions, or if such member fails to attend in person at least three-fourths of all meetings of the Committee held within a year, such member shall be deemed incapable of performing the duties of the Committee, and the Board may replace him/her in accordance with these Rules.

Article 28 Meetings of the Committee shall be presided over by the chairman of the Committee, who may appoint another member to act on his/her behalf when he/she is unable to attend the meeting. If the chairman of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the same to the Board of the Company, which shall appoint another member who is an independent non-executive director to perform the duties of the chairman of the Committee.

Chapter 6 Procedures of Meetings

Article 29 Each member of the Committee shall have one vote. A resolution of the meeting shall be passed by a majority of the votes of all members. In the event that the meeting fails to reach a valid resolution due to the abstention of any member, the relevant matter shall be considered directly by the Board.

Article 30 Meetings of the Committee shall be held by physical meeting, video conference or teleconference in principle, and where it is impracticable to hold a physical meeting, video conference or teleconference in case of emergency, force majeure or other special circumstances, such meeting may be held by written communication. Where a meeting is conducted by written communication, the Committee members shall submit to the Board their written opinions with respect to the matters to be discussed within the period specified in the notice of the meeting.

Article 31 Voting at Committee meetings shall be conducted by a show of hands or by poll. Where any member cannot sign the resolutions from a teleconference or video conference in real time, he/she may first express his/her opinions orally and provide his/her written signature to that effect as soon as possible, provided that there is no discrepancy between the opinions expressed orally at the meeting and those later signed in writing.

Article 32 All matters on the agenda shall be discussed at the meeting of the Committee, and the Committee members shall express their opinions explicitly, independently and fully based on their own judgment. Any disagreement shall be recorded in the meeting summary to be presented to the Board.

Article 33 The Committee may invite directors, relevant senior management and relevant experts of the Company, external experts, scholars, intermediary agencies and relevant persons to attend the meeting as observers. Those invited shall give explanations and elaborations on any matters as requested by any Committee member.

Article 34 Where it deems necessary, the Committee may, upon approval of the Board, seek professional advice from external professionals or organisations. Any reasonable cost so incurred shall be at the expense of the Company.

Article 35 The convening procedures, voting methods and resolutions passed at the Committee meetings shall comply with the provisions of National Laws and Regulations, the Hong Kong Listing Rules, the Articles of Association and these Rules.

Article 36 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 37 All persons attending the Committee meetings shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorisation.

Chapter 7 Minutes and Summary of the Committee Meetings

Article 38 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the executive body of the Committee and shall contain the following:

- (I) serial number, form, date, venue and name of the chairman of the meeting;
- (II) attendance and absence of members in person and by proxy;
- (III) name and title of each attendee;
- (IV) agenda of the meeting;
- (V) main points made by the Committee members and other relevant attendees;
- (VI) name of the minutes taker;
- (VII) abstention of any interested member (if any), which shall be specified in the minutes or the relevant resolutions.

All Committee members present at the meeting shall sign the minutes, which shall be delivered to all members of the Committee within a reasonable period of time after the meeting for their comments.

Article 39 After each meeting of the Committee, the executive body of the Committee shall prepare a meeting summary recording the considerations and discussions at the meeting.

Copies of the meeting summary shall be submitted to the Board of the Company and sent to all Committee members, the secretary to the Board, the human resources department of the Company and other relevant departments and persons.

Article 40 Meeting minutes, meeting summary, proxy forms, written opinions of the members of the Committee and other materials of the Committee meetings shall be managed by the Board office in accordance with the relevant regulations.

Chapter 8 Supplementary Provisions

Article 41 Unless otherwise stated, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 42 The terms “or more” and “within” mentioned in these Rules are inclusive of the number mentioned; “over” is exclusive of the number mentioned.

Article 43 For any matter not covered by these Rules, or in the event of any contradiction with any national laws, administrative regulations, normative documents, relevant regulatory rules of the place where the Company’s shares are listed or the Articles of Association as amended through lawful procedures promulgated after these Rules become effective, such laws, administrative regulations, normative documents, relevant regulatory rules of the listing place where the Company’s shares are listed and the Articles of Association shall prevail.

Article 44 These Rules shall take effect from the date of the initial public offering and listing of the Company’s H shares on The Stock Exchange of Hong Kong Limited upon being considered and approved by the Board.

Article 45 The rights of interpretation of and amendment to these Rules shall be vested in the Board of the Company.

Article 46 These Rules are available in both Chinese and English. In case of any discrepancy, the Chinese version shall prevail.