

*The original version of the Rules of Procedure for the Nomination Committee of the Board of Directors is in Chinese, and the English version of the Rules of Procedure for the Nomination Committee of the Board of Directors is the translation from the Chinese original. Should there be any discrepancy between the Chinese and English versions of the Rules of Procedure for the Nomination Committee of the Board of Directors, the Chinese version shall prevail.*

## 無錫盛力達科技股份有限公司

### **Wuxi Sunlit Science and Technology Company Limited**

*(a joint stock company established in the People's Republic of China with limited liability)*

## **Rules of Procedures for the Nomination Committee of the Board of Directors**

### **Chapter 1 General Provisions**

**Article 1** In order to regulate the appointment of senior executives of the Wuxi Sunlit Science and Technology Company Limited (hereinafter referred to as the “**Company**”), optimize the constitution of the Board of Directors and improve the corporate governance structure, the Company has established the Nomination Committee of the Board of Directors (hereinafter referred to as the “**Nomination Committee**”) and formulated these Rules of Procedures in accordance with the Company Law of the People's Republic of China, Guidelines for Corporate Governance of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited(hereinafter referred to as the “**Listing Rules**”) and the Corporate Governance Code and Corporate Governance Report set out in its Appendix C1, the Articles of Association of Wuxi Sunlit Science and Technology Company Limited (hereinafter referred to as the “**Articles of Association**” or the “**Articles**”) and other relevant provisions.

**Article 2** The Nomination Committee of the Board of Directors is a special work organization established under the Board of Directors, its main responsibilities are to review and submit proposals on the criteria and procedures for selecting candidates for directors and senior management of the Company (hereinafter referred to as “**senior management**”).

**Article 3** Senior management mentioned in the Rules of Procedures refer to general Manager, secretary to the Board, deputy general manager and financial executive officer as well as other management specified in the Articles of Association.

### **Chapter 2 Composition**

**Article 4** The Nomination Committee shall comprise of three directors and at least one director of different gender, the majority of whom shall be independent directors and the convener or chairman shall be an independent director or the chairman of the Board.

**Article 5** 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 of Directors.

**Article 6** The Nomination Committee shall have one chairman who shall be an independent non-executive Director or the chairman of the Board, and be responsible for leading the work of the Nomination Committee. The chairman of the Nomination Committee shall be elected from the members, subject to the approval of the Board of Directors.

The chairman cannot or cease to perform his duty, a committee member shall be elected by more than half of members to perform duties on his behalf and that member shall be an independent Director.

**Article 7** The term of office of the Nomination Committee shall be consistent with that of the Board. A member may seek re-election upon expiry of his or her term. Any member of the Nomination Committee who no longer holds office as a director of the Company during the term shall automatically cease to be a member of the Nomination Committee, and the Committee shall make up the number of the members of the Nomination Committee in accordance with Articles 3 to 5 of these Rules of Procedure.

**Article 8** The member of the Nomination Committee may resign before the completion of the term of his office, and shall submit a written resignation report to the Board of Directors, the resignation report cannot take effect unless approved by the Board of Directors. Additionally, the original members shall perform related duties in accordance with these Rules of Procedures before the member elected through by-election takes office.

**Article 9** The office of Secretary to the Board is responsible for routine work contact and meeting organization. The general management department of the Company is a daily administrative body, which is responsible for the preparatory work before the Nomination Committee makes decisions.

### **Chapter 3 Duties and Authorities**

**Article 10** The main duties and authorities of the Nomination Committee are described below, including but not limited to:

- (1) to make proposals to the Board in respect of the size and composition of the Board based on the Company's operation, assets scale and equity structure;
- (2) to study the criteria and procedures to select directors and senior management and make recommendations to the Board;

- (3) to review the structure, number of members and composition of the Board (including aspects of skills, knowledge and experiences) annually, assist the board in maintaining a board skills matrix, and to make recommendations on any change of the Board proposed in light of the corporate strategy or tactics;
- (4) to search for any person with adequate qualification for being a director, senior management, and to select and nominate such person to take the role of Director, senior management, or to provide opinions in respect of such issue;
- (5) to review the particulars of other senior management who shall be appointed by the Board and make recommendations in respect of such candidates;
- (6) to assess the independence of independent non-executive directors;
- (7) to make recommendations on the appointment or re-appointment of directors and plans of succession of directors (especially the chairman of the Board and the General Manager) to the Board of Directors;
- (8) support the Company's regular evaluation of the board's performance;
- (9) to deal with other matters as authorized by the Board.

**Article 11** The Nomination Committee shall be accountable to the Board; and its proposals shall be submitted to the Board for consideration and decision. In the absence of sufficient grounds or solid evidence, the controlling shareholder shall fully respect the proposals of the Nomination Committee, and shall not nominate alternative candidates for directors and senior management.

#### **Chapter 4 Convening and Holding of the Nomination Committee Meeting**

**Article 12** There shall be regular and extraordinary meeting of the Nomination Committee that is convened and presided over by the chairman of the Committee. Regular meetings shall be held at least once in a year. Members of the Nomination Committee are entitled to propose for an extraordinary meeting, the chairman of the Nomination Committee shall convene and preside over the extraordinary meeting within 10 days after receipt of such proposals.

**Article 13** All members of the Nomination Committee shall be given seven days' notice in writing prior to the convening of the meeting, that notice shall include, as a minimum, the following contents:

- (1) time and place of the meeting;
- (2) duration of the meeting;
- (3) agenda of the meeting;

- (4) contacts of the meeting and the contact information;
- (5) date of meeting notice.

The proposals with integrated contents shall be included when the office of secretary to the Board serves meeting notice.

**Article 14** The form of serving the meeting notice of the Nomination Committee include facsimile, letter, E-mail, etc. It shall be regarded as the notified party has already received meeting notice since the Nomination Committee has not received any written objection within two days after the notice is sent out.

**Article 15** The meetings may, according to the situation, be convened by the Nomination Committee in the form of on-site meeting, and in the form of facsimile, video, video conference and telephone.

**Article 16** Meetings of the Nomination Committee shall be held only with the presence of more than half of its members. The chairman of the Nomination Committee presides over the meeting. In the event that the chairman of the Nomination Committee is unable to perform his duties, another member (independent director) designated by him shall preside over the meeting.

**Article 17** The member of the Nomination Committee shall attend meetings of the Nomination Committee in person. Should a member be unable to attend the meeting, he may issue a written authorization to entrust another member to attend such meeting on his behalf. The letter of authorization shall specify the name of proxy, entrusted matter, scope of authority and term of validity, which shall be signed or sealed by the principle. The member attending the meeting on his behalf shall exercise the power within the scope of authority. If a member neither attends the meeting nor entrusts another member to attend meetings of the Nomination Committee, it shall be regarded as he waives the voting right of such meeting.

**Article 18** The Directors, Supervisors and other Senior Management, Human Resource Executive Officer who are not the member of the Nomination Committee of the Company and the persons related to the discussion items of meetings of the Nomination Committee may attend meetings of the Nomination Committee, and they can explain and illustrate the discussion items of meeting but have no voting rights.

## **Chapter 5 Rules of Procedures of Meetings**

**Article 19** Members of the Nomination Committee must undertake the duty of loyalty and diligence in accordance with laws, regulations and the Article of Association. Proposals raised in the Nomination Committee must meet requirements of laws, regulations and the Article of Association.

**Article 20** According to provisions of relevant laws and regulations and the Articles of Association and subject to the Company's actual situation, the Nomination Committee shall review criteria and procedures for selection and terms of office of the Company's directors and management. Any resolution formed in this regard shall be submitted to the Board for consideration and approval.

**Article 21** The procedures for the Nomination Committee to select and examine candidates of directors and senior management are as follows:

- (1) to actively communicate with relevant departments of the Company to study their demand for new directors and senior management within the Company and to come up with written materials;
- (2) to extensively look for candidates for the directors and senior management in the shareholders of the Company, within the Company, its subsidiaries(its associates) or the recruitment market;
- (3) to formulate written reports after comprehensive study of the candidates of director and senior management, including their profession, education background, job title, detailed work experience and part-time positions, etc;
- (4) to obtain consent of the proposed candidates for their nomination, or otherwise the candidates shall not be nominated for directors or senior management;
- (5) to convene a meeting of the Nomination Committee to examine qualifications of the proposed candidates according to the job requirements for Directors and Senior Management; and to make recommendations to the Board;
- (6) to conduct follow-up work according to the decisions and feedbacks of the Board.

**Article 22** Procedures for the meeting of the Nomination Committee:

- (1) Human Resource Department is responsible for preparing meeting documents of the Nomination Committee and implementing internal approval procedures of meeting documents according to the internal management rules of the Company;
- (2) the office of the secretary to the Board submit meeting materials to the chairman of the Nomination Committee for approval, and convene meetings of the Nomination Committee timely upon approval;
- (3) reports and resolutions approved in meetings of the Nomination Committee or recommendations made in such meetings shall be submitted in written to the Board of the Company. In respect of those required consideration and decision of the Board, the Nomination Committee make proposals to the Board and implement approval procedure according to relevant laws, regulations and the Article of Association;

- (4) if more than a half of members of the Board raise objections to the reports, resolutions approved in meetings of the Nomination Committee, the feedback in writing shall be provided to the Nomination Committee in time, and the related issues shall be submitted to general meetings of shareholders for consideration. Independent directors shall give independent opinion on related issues.

**Article 23** Each member has one vote. Pass of resolutions at such meetings shall be subject to a simple majority of votes represented by all the members of the Nomination Committee in favor of such resolutions. Each proposal can be formed as a resolution after it is passed by specified valid votes and be announced by the chairperson of meetings.

If meetings convened in the form of on-site, The Nomination Committee shall vote by a show of hands or by a poll, and members present at such meetings shall sign the resolution.

If meetings convened in the form of communication, resolutions of the Nomination Committee (or fax) shall be signed by members.

**Article 24** If necessary, with the approval from the Board, the Nomination Committee may engage intermediary institutions to provide professional opinions on its decisions at the costs of the Company.

**Article 25** The Nomination Committee shall keep written minutes for its meetings, members present at such meetings and recorders shall sign on the minutes. Members present at such meetings are entitled to require his speech at meetings to be explicitly recorded in minutes.

**Article 26** Minutes of the Nomination Committee shall at least contain the following contents:

- (1) date and place of the meeting and the name of convener;
- (2) record of members' personal attendance and delegated attendance;
- (3) meeting agenda;
- (4) main points of members' speech;
- (5) voting method and voting results of each proposal (state votes in favor, votes against and votes for abstention);
- (6) other items shall be illustrated and recorded in meeting minutes.

**Article 27** Meeting archives of the Nomination Committee, including meeting notice, meeting materials, meeting attendance book, the power of attorney specifying another member attending meetings on his behalf, votes, meeting minutes and resolutions signed and confirmed by participant members, etc. shall be maintained by the secretary to the Board of Directors. The record shall be kept for ten years.

**Article 28** Members of the Nomination Committee or the secretary to the Board of Directors shall report in writing to the Company's Board of Directors the resolutions and poll results adopted at meetings of the Nomination Committee within one day after resolutions are adopted.

**Article 29** Members present at meetings and others invited to attend such meetings are obliged to keep all matters discussed at such meetings confidential, and shall not disclose relevant information without authorization.

## **Chapter 6 Supplementary Provisions**

**Article 30** These Rules of Procedure shall come into effect upon approval by the Board of Directors and the date of the Company's initial public offerings of overseas listed foreign shares (H share) and trading on The Stock Exchange of Hong Kong Limited, and it shall replace the previous rules of procedures for implementation.

**Article 31** Any matters not covered by the rules of procedures shall be implemented in accordance with the relevant laws and regulations and the Articles of Association of the Company. If the Rules of Procedures contravene any laws and regulations as newly issued or the Articles of Association as amended with legal procedures, the relevant laws and regulations and the Articles of Association shall prevail, and the rules of procedures shall be amended immediately and reported to the Board for consideration and approval.

**Article 32** The power to interpret the Rules of Procedure is vested in the Board of the Company.

**Wuxi Sunlit Science and Technology Company Limited**  
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