Beijing Zhongke WengeAI Science and Technology Co., Ltd.
Working Rules for the Nomination Committee of the Board of Directors

Chapter I General Provisions

Article 1 To further establish and improve the selection criteria and procedures for directors and senior management of Beijing Zhongke WengeAI Science and Technology Co., Ltd. (hereinafter referred to as the "**Company**"), and to enhance the Company's corporate governance structure, the Company hereby establishes the Nomination Committee of the Board of Directors and formulates these Working Rules in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**"), the Articles of Association of Beijing Zhongke WengeAI Science and Technology Co., Ltd. (hereinafter referred to as the "**Articles of Association**"), and other laws and regulations.

Article 2 The Nomination Committee of the Board of Directors is primarily responsible for submitting candidates for the Company's directors and senior management, studying the selection criteria and procedures, and making recommendations and suggestions to the Board of Directors.

Chapter II Composition

Article 3 The Nomination Committee shall consist of three (3) directors and shall have at least one director of a different gender, of whom independent non-executive directors shall constitute a majority of the Committee members.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman of the Board of Directors, more than one-half (1/2) of the independent non-executive directors, or more than one-third (1/3) of the members of the Board of Directors, and shall be elected by the Board of Directors by a majority vote of all directors.

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

(1) not having any circumstances that would disqualify them from serving as a director of the Company under the Company Law, the Hong Kong Listing Rules, other laws, regulations, or the Articles of Association;

(2) not having been declared by a stock exchange as an unsuitable candidate within the last three years;

(3) not having been subject to administrative penalties by the China Securities Regulatory Commission for material violations of laws or regulations within the last three years;

(4) being familiar with relevant national laws and administrative regulations, possessing good moral character, having relevant professional knowledge, and being familiar with the Company's operations and management;

(5) abiding by the principle of good faith, being self-disciplined and honest, loyal to their duties, and actively working to safeguard the interests of the Company and shareholders;

(6) possessing strong comprehensive analysis and judgment capabilities, and having the ability to work independently;

(7) other conditions as stipulated by relevant laws, regulations, or the Articles of Association.

Article 6 A person who does not meet the conditions for office set forth in the preceding article shall not be elected as a member of the Nomination Committee. If a member of the Nomination Committee, during their term of office, falls under any of the circumstances set forth in the preceding article that render them unsuitable for office, such member shall voluntarily resign or be removed by the Board of Directors.

Article 7 The Nomination Committee shall have one (1) chairman, who shall serve as the convener and preside over the work of the Committee. The chairman shall be an independent director and shall be appointed upon approval by the Board of Directors.

Article 8 The term of office of the members of the Nomination Committee shall coincide with that of the directors. Members may serve consecutive terms upon re-election. If, before the expiry of their term, a member ceases to serve as a director of the Company, or a member who is required to have the status of an independent non-executive director no longer meets the independence requirements set forth in relevant laws, regulations, or the Articles of Association, they shall automatically lose their membership on the Committee. A member may resign before the expiry of their term of office. Resignation shall be submitted in writing to the Board of Directors, and shall take effect upon approval by the Board of Directors. If, due to resignation, removal, or other reasons, the number of members of the Committee falls below two-thirds (2/3) of the required number or independent non-executive directors no longer constitute a majority of the Committee members, the Board of Directors shall fill the vacancies in accordance with the above provisions. Before the elected successor members assume office, the original members shall continue to perform their duties in accordance with these Working Rules.

Article 9 The relevant department shall be responsible for the routine liaison and meeting organization of the Nomination Committee.

Chapter III Duties and Authority

Article 10 The principal duties and authority of the Nomination Committee are:

(1) to review at least annually the structure, size, and composition of the Board of Directors (including in terms of skills, knowledge, and experience), to assist the Board in preparing a skills matrix, and to make recommendations on any proposed changes to the Board to align with the Company's corporate strategy;

(2) to review the board diversity policy and the measurable objectives set by the Board from time to time for the implementation of the board diversity policy and the extent to which they have been achieved; and to disclose the review results annually in the Company's annual report;

(3) to make recommendations to the Board of Directors on the size and composition of the Board based on the Company's business operations, asset size, and shareholding structure;

(4) to study the selection criteria and procedures for directors and senior management and make recommendations;

(5) to conduct extensive searches for qualified candidates for directors and senior management, to identify persons with suitable qualifications to serve as directors and senior management, and to select and nominate such persons for directorship and senior management positions or to provide recommendations to the Board of Directors in this regard;

(6) to review and make recommendations on the candidates and their qualifications for directors and senior management;

(7) to assess the independence of independent non-executive directors; if the candidate independent non-executive director is to serve as a director of a seventh (or more) listed company, the Company should consider appointing another independent non-executive director as a substitute;

(8) to support the Company in conducting regular evaluations of the Board's performance;

(9) to make recommendations to the Board of Directors on the appointment or reappointment of directors and the succession plans for directors (especially the Chairman and the Chief Executive Officer);

(10) to formulate development plans for senior management and key reserve talent; and

(11) other matters as stipulated by laws, regulations, rules, normative documents, the Articles of Association, or as delegated by the Board of Directors.

Article 11 The Nomination Committee shall be accountable to the Board of Directors, and its proposals shall be submitted to the Board of Directors for review and decision. The Nomination Committee shall provide all research and discussion materials, information, and findings to the Board of Directors in the form of reports, recommendations, or summaries for the Board's study and decision-making.

If an independent non-executive director has served for more than nine (9) years, whether they are to be re-appointed shall be approved by shareholders by way of a separate resolution. The circular to shareholders accompanying such resolution shall set out the reasons why the Board (or the Nomination Committee) considers the person to be still independent and should be re-elected, including the factors considered, the process and the discussion at the Board (or the Nomination Committee) meeting in reaching such decision.

Article 12 The chairman shall perform the following duties:

(1) to convene and preside over Committee meetings;

(2) to review and sign Committee reports;

(3) to review the implementation of Committee resolutions and recommendations;

(4) to report the Committee's work to the Board of Directors;

(5) other duties that should be performed by the chairman.

If the chairman is unable to perform their duties for any reason, they shall designate another member who is an independent non-executive director to act on their behalf; if no such designation is made, a member elected by more than half of all members who are able to perform their duties shall act on behalf of the chairman.

Chapter IV Decision-Making Procedures

Article 13 The Nomination Committee shall, in accordance with relevant laws, regulations, the Hong Kong Listing Rules, and the Articles of Association, and in light of the Company's actual circumstances, study the qualification requirements, selection procedures, and terms of office for the Company's directors and senior management, and after reaching a decision, shall file the same and submit it to the Board of Directors for review and approval, and shall implement the same accordingly.

Article 14 The selection and appointment procedures for directors and senior management are as follows:

(1) the Nomination Committee shall actively communicate with relevant departments to study the Company's needs for new directors and senior management, and prepare written materials accordingly;

(2) the Nomination Committee may conduct extensive searches for director and general manager candidates within the Company, its holding (or participating) subsidiaries, and in the talent market;

(3) collect information on the shortlisted candidates' professions, educational backgrounds, professional titles, detailed work experience, and all other concurrent positions, and prepare written materials;

(4) solicit the candidates' willingness and requirements with respect to the nomination; a person shall not be considered as a candidate for director or senior management before obtaining their consent;

(5) convene Nomination Committee meetings to review the qualifications of shortlisted candidates against the qualification requirements for directors and senior management;

(6) within a reasonable period of time prior to the election of new directors and the appointment of senior management, submit to the Board of Directors the recommendations and relevant materials for director candidates and new senior management candidates;

(7) carry out other follow-up work in accordance with the decisions and feedback of the Board of Directors.

Chapter V Rules of Procedure

Article 15 Meetings of the Nomination Committee shall be convened at the request of the Board of Directors or upon the proposal of the chairman of the Nomination Committee, and notice shall be given three (3) days before the meeting by communication, email, or facsimile. The aforementioned notice period may be waived with the consent of all members, provided that the chairman shall explain the circumstances at the meeting and provide sufficient basis for members to exercise their voting rights. The meeting shall be presided over by the chairman. If the chairman is unable or fails to perform their duties, they shall designate another member to act on their behalf; if the chairman neither performs their duties nor designates another member to act on their behalf, more than half of the members present may elect one (1) member to act on behalf of the chairman and promptly report such circumstances to the Board of Directors.

Article 16 The meeting notice shall include the following:

(1) the time, place, and method of the meeting;

(2) the duration of the meeting;

(3) the topics to be discussed at the meeting;

(4) the contact person and contact information for the meeting;

(5) the date of the meeting notice.

Article 17 The meeting agenda and all relevant meeting documents shall be delivered to all members of the Committee and (if appropriate) other persons attending the meeting in a timely manner in accordance with these Working Rules. Members shall fully review the meeting materials prior to the meeting.

Article 18 Meetings of the Nomination Committee shall in principle be held in person, by video conference, or by telephone conference. In case of emergency, force majeure, or other special circumstances where an in-person, video, or telephone meeting cannot be held, a written communication method may be adopted.

Article 19 A meeting of the Nomination Committee may be held only if at least two-thirds (2/3) of the members (including two (2) independent non-executive directors) are present. Each member shall have one vote. Resolutions passed at a meeting must be approved by a majority of all members present.

Article 20 Meetings of the Nomination Committee shall be attended by members in person. If a member is unable to attend for any reason, they may appoint another member in writing to attend on their behalf. A member who fails to attend a Nomination Committee meeting and does not appoint a representative to attend shall be deemed to have waived their voting rights at that meeting.

Article 21 If a member of the Nomination Committee fails to attend two (2) consecutive meetings in person and does not entrust another member to attend on their behalf, they shall be deemed incapable of performing their duties, and the other members of the Nomination Committee shall recommend to the Board of Directors that such member be removed.

Article 22 Voting at Nomination Committee meetings shall be conducted by a show of hands or by ballot. Meetings may also be convened and resolutions passed by means of written communication when necessary.

Article 23 Resolutions passed and signed in writing by all members of the Nomination Committee shall also be valid and have the same effect as resolutions passed at a duly convened and held meeting of the Nomination Committee.

Article 24 If necessary, the Nomination Committee may invite directors, supervisors, senior management, and the heads of relevant departments of the Company to attend meetings as non-voting participants.

Article 25 If necessary, the Nomination Committee may engage external professional advisors to provide professional opinions for its decision-making, and the costs thereof shall be borne by the Company.

Article 26 The convening procedures, voting methods, and resolutions passed at meetings of the Nomination Committee must comply with relevant laws, regulations, the Articles of Association, and these Working Rules.

Article 27 The minutes of Nomination Committee meetings shall provide sufficient details of the matters considered and the decisions reached at the meetings, including any concerns or dissenting views expressed by members, and shall include at least the following: the date, time, place, convener, chairperson, attendees (with special notation for those attending on behalf of others), the agenda, key points of each speaker's remarks on the matters considered, the voting results for each matter (stating the number of votes for, against, and abstentions), and other matters that should be recorded in the minutes.

Article 28 The members attending the meeting shall sign the minutes. All documents, reports, resolutions, and minutes of the Nomination Committee shall be kept by the Office of the Board of Directors in accordance with the Company's document management system.

Article 29 All members attending the meeting and other attendees shall have a duty of confidentiality with respect to the matters discussed at the meeting and shall not disclose any relevant information without authorization, except as otherwise required by relevant laws, regulations, and/or regulatory authorities.

Chapter VI Recusal System

Article 30 If a member of the Nomination Committee, 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, such member shall promptly disclose to the Nomination Committee the nature and extent of the interest.

Article 31 When the circumstances set forth in the preceding article occur, the interested member shall recuse themselves from voting at the Nomination Committee meeting. 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 on, the interested member may participate in the vote.

Article 32 If the Board of Directors deems it inappropriate for the interested member in the preceding paragraph to participate in the vote, it may set aside the voting results on the relevant proposal and require the disinterested members to re-vote on the relevant proposal.

Article 33 The Nomination Committee shall deliberate and make resolutions on proposals without counting the interested member toward the quorum. If, after the recusal of the interested member, the Nomination Committee falls below the minimum quorum required for the meeting, all members (including the interested member) shall make a resolution on procedural matters such as submitting the proposal to the Board of Directors for review, and the Board of Directors shall consider the proposal.

Article 34 The minutes and resolutions of Nomination Committee meetings shall state that the interested member was not counted toward the quorum and did not participate in the vote.

Chapter VII Supplementary Provisions

Article 35 The provisions of the Company Law, the Hong Kong Listing Rules, and the Articles of Association regarding directors' obligations shall apply to members of the Nomination Committee.

Article 36 Matters not covered in these Working Rules shall be governed by the relevant provisions of laws, regulations, the Hong Kong Listing Rules, the Articles of Association, and other normative documents. If any provision of these Working Rules conflicts with any national laws, regulations, listing rules of the stock exchange of the place where the Company's shares are listed as promulgated from time to time, or the Articles of Association as amended through lawful procedures, the provisions of such national laws, regulations, listing rules of the stock exchange of the place where the Company's shares are listed, and the Articles of Association shall prevail, and these Working Rules shall be amended promptly.

Article 37 Unless otherwise specified, the terms "above" and "below" as used in these Working Rules include the base figure; the term "more than half" does not include the base figure.

Article 38 These Working Rules shall be approved by the Board of Directors of the Company and shall become effective and operative on the date on which the Company completes its initial public offering of overseas listed foreign shares (H Shares) and is listed on the Main Board of The Stock Exchange of Hong Kong Limited. Amendments shall become effective upon approval by the Board of Directors.

Article 39 The power to interpret these Working Rules shall reside with the Board of Directors of the Company.

Article 40 Unless otherwise specifically provided or the context otherwise requires, the terms used in these Working Rules shall have the same meanings as those terms in the Articles of Association.