SICC CO., LTD.

Terms of Reference of the Nomination Committee

Chapter I General Provisions

Article 1 In order to regulate the selection and appointment process of the Company's Directors, general manager and other senior management members, optimize the composition of the Board of Directors, and improve the Company's governance structure, the Board of Directors of the Company establishes the Nomination Committee with these Terms of Reference in accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), the articles of association of SICC Co., Ltd. (the "**Articles of Association**") and other relevant requirements.

Article 2 The Nomination Committee is a specialized working body set up under the Board of Directors and is mainly responsible for selecting the qualifications of Directors and senior management members nominated by nominators with nomination rights as stipulated in the Articles of Association and providing suggestions, reporting to the Board of Directors and being accountable to the Board of Directors.

Article 3 For the purpose of these Terms of Reference, Directors refer to Directors and independent Directors. Senior management members refer to the Company's general manager, deputy general manager, chief financial officer (the financial controller), chief technology officer and secretary to the Board of Directors.

Chapter II Composition

Article 4 The Nomination Committee shall consist of at least 3 Directors, with the majority being independent non-executive Directors including one being the chairperson and at least one Director of a different gender.

Article 5 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors or more than half of the independent non-executive Directors or more than one-third of all Directors and be selected or removed by the affirmative votes of more than half of all Directors.

Article 6 The Nomination Committee shall have one chairperson (convener), who shall be an independent non-executive Director, responsible for presiding over the Nomination Committee's work. The chairperson shall be elected from among the Committee members, subject to the approval of the Board of Directors.

Article 7 The term of office of the members of the Nomination Committee shall coincide with that of the Board of Directors. A member of the Nomination Committee may be re-appointed if re-elected upon expiry of his/her term of office. If any member ceases to be a Director of the Company during his/her term of office, he/she shall immediately cease to be a member. The vacancy shall be filled up promptly in accordance with the provisions of these Terms of Reference.

Chapter III Duties and Authority

Article 8 The duties and authority of the Nomination Committee shall include the authority set out in the relevant code provisions of Corporate Governance Code (the "**Corporate Governance Code**") (as amended from time to time) as contained in Appendix C1 of the Hong Kong Listing Rules.

Article 9 The primary duties and authority of the Nomination Committee shall include the duties and functions set out in the relevant code provisions of the Corporate Governance Code. Without prejudice to the foregoing, the Committee shall:

(I) review the size, structure and composition (including skills, knowledge and experience) of the Board of Directors at least once a year based on the operating activities, scale of assets and shareholding structure of the Company and make recommendations to the Board of Directors, as well as make recommendations on any proposed changes to the Board of Directors regarding the strategy of the Company;

(II) study the selection or appointment criteria and procedures for Directors, general manager and other senior management members and make recommendations to the Board of Directors;

(III) identify persons who are qualified to serve as Directors, general manager and other senior management members of the Company, and select candidates for nomination to serve as Directors or give opinions to the Board of Directors in this regard;

(IV) upon re-election of the Board of Directors, make recommendations to the current session of the Board of Directors on the qualifications for selection, appointment, re-appointment or succession plan of candidates (especially the chairperson or the general manager) for the next session of the Board of Directors;

(V) upon expiry of the term of office of the general manager, make recommendations to the Board of Directors on the new appointment of general manager candidates;

(VI) review the qualifications of candidates for Directors and senior management members;

(VII) assess the work of Directors, general manager and other senior management members, and give opinions or suggestions for the replacement of Directors, general manager or other senior management members based on the assessment results when necessary;

(VIII) evaluate the independence of independent non-executive Directors;

(IX) formulate policies regarding the diversification of members of the Board of Directors and disclose the policies or summary of the policies in the corporate governance report;

(X) other duties and authority as provided by laws, regulations, rules, normative documents, the Articles of Association and these Terms of Reference, as required by the securities regulatory rules of the place where the Company's shares are listed, and as delegated by the Board of Directors.

The Nomination Committee shall review the qualifications of the nominees for appointment and form a clear opinion on their qualifications.

Article 10 The Nomination Committee shall be responsible for drawing up selection criteria and procedures of Directors and senior management members, selecting and reviewing the candidates for Directors and senior management members and their qualifications, and making recommendations to the Board of Directors on the following matters:

(I) nomination, appointment and dismissal of Directors, and succession planning of Directors;

(II) appointment or removal of senior management members;

(III) other matters as provided by laws, administrative regulations, the provisions of the CSRC, the Articles of Association and these Terms of Reference, as required by the securities regulatory rules of the place where the Company's shares are listed, and as delegated by the Board of Directors.

If 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 such recommendations in the resolution of the Board of Directors and disclose them.

Article 12 The Nomination Committee shall be accountable to the Board of Directors, and its proposals must be submitted to the Board of Directors for consideration and approval. When performing its duties, the Nomination Committee shall receive full cooperation from relevant departments of the Company and be provided with adequate resources. All operational expenses of the Nomination Committee shall be borne by the Company. If necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decisions, and the costs shall be borne by the Company.

Chapter IV Decision-making Procedures

Article 13 The Nomination Committee shall study the eligibility criteria, selection procedures and term of office of the Company's Directors and senior management members as required by the relevant laws and regulations and the Articles of Association by taking into account the actual situation of the Company, and shall file the resolution so formed for the record and submit it to the Board of Directors for approval and then implement it.

Article 14 The selection procedures of Directors and senior management members are as follows:

(I) the Nomination Committee shall actively communicate with the relevant departments of the Company to study the demand for new directors and senior management members, and prepare written materials;

(II) the Nomination Committee may extensively seek for candidates for Directors and senior management members within the Company, its holding (shareholding) enterprises as well as the job market;

(III) to collect the information of the occupation, education background, job title, detailed working experience and all part-time jobs and other relevant information of the preliminary candidates, and prepare written materials;

(IV) to seek for the nominee's consent to the nomination, otherwise, he/she shall not be considered as a candidate for Directors and senior management members;

(V) to convene meetings of the Nomination Committee to review the qualifications of the initially proposed candidates according to the qualifications for office of Directors and senior management members;

(VI) to submit recommendations and relevant materials to the Board of Directors in respect of candidates of Directors and newly appointed senior management members within one to two months prior to the election of new directors and appointment of senior management members;

(VII) to carry out other follow-up works according to the decision and feedback of the Board of Directors.

Chapter V Rules of Procedure

Article 15 The Nomination Committee shall hold meetings from time to time according to the needs of the Company and notify all Committees five days prior to the meeting. The meeting shall be presided over by the chairperson. In the event that the chairperson is unable to attend, he/she may entrust another member (who shall be an independent Director) to preside over the meeting.

Article 16 Meetings of the Nomination Committee shall be held only if at least two-thirds of the members are present, and each member shall be entitled to one vote. A resolution shall be deemed to be passed only if it is approved by a majority of all members of the Committee.

Article 17 Where a member has a relationship with an issue to be discussed at the meeting of the Nomination Committee, such related member shall be abstained from the meeting in respect thereof. The issues shall be reviewed directly by the Board of Directors when it is unable to give effective audit opinions due to the abstaining of such member(s).

Article 18 The Nomination Committee shall vote by a show of hands or by a poll. Ad hoc meetings may be convened by voting through communication.

Article 19 Where necessary, the Nomination Committee may also invite Directors, Supervisors and senior management members of the Company to attend the meeting. If necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decisions, and the costs shall be borne by the Company.

Article 20 The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Nomination Committee shall comply with relevant laws and regulations, the Articles of Association, Hong Kong Listing Rules and these Terms of Reference.

Article 21 Minutes of meetings of the Nomination Committee shall be kept and signed by the members present, and shall be kept for not less than ten years. Draft and final versions of minutes should be sent to all committee members within a reasonable time after the meeting for their comments and record purposes respectively. Minutes of meetings shall record details of the matters considered and decisions reached, including any concerns raised or dissenting views expressed by Directors. Such minutes of meetings of the Committee shall be kept by a duly appointed secretary of the meeting and open for inspection at any reasonable time on reasonable notice by any Director.

Article 22 Resolutions passed and voting results at meetings of the Nomination Committee shall be reported to the Board of Directors of the Company in writing.

Article 23 Members present and attendees at meetings shall have an obligation to keep all matters discussed in such meetings confidential and shall not disclose relevant information without authorization.

Chapter VI Corporate Governance Report

Article 24 The Nomination Committee shall provide a brief description of its work for each financial year in the corporate governance report, which forms part of the annual report.

Chapter VII Annual General Meeting

Article 25 The chairperson of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting and be prepared to answer questions at such meeting on the Committee's work and its responsibilities.

Chapter VIII Supplementary Provisions

Article 26 Unless otherwise expressly specified in relevant national laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the "independent non-executive Director(s)" referred to herein shall have the same meaning as that of "independent Director(s)".

Article 27 Matters not covered herein shall be dealt with in accordance with the relevant provisions of the relevant national laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association. In the event that these Terms of Reference contradict to the laws, administrative regulations, regulatory documents promulgated by the State in the future, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, these Terms of Reference shall be revised promptly.

Article 28 These Terms of Reference shall be formulated, interpreted and amended by the Board of Directors of the Company.

Article 29 Upon being considered and approved by the Board of Directors, these Terms of Reference shall become effective from the date on which the overseas listed ordinary shares (H shares) issued by the Company are listed on The Stock Exchange of Hong Kong Limited. After these Terms of Reference come into effect, the original Terms of Reference for the Nomination Committee of the Company shall become invalid automatically.