Beijing UBOX Online Technology Corp.

Terms of Reference of the Nomination Committee under the Board

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the procedures for nomination of directors and senior management of Beijing UBOX Online Technology Corp. (北京友寶在線科技股份有限公司) (the "**Company**"), improve the corporate governance structure of the Company, and fully protect the lawful interests of the Company and its shareholders, the board of directors (the "**Board**") of the Company has established the Nomination Committee (the "**Committee**") and promulgated 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 (the "**Stock Exchange Listing Rules**"), and the Articles of Association of Beijing UBOX Online Technology Corp. (the "**Articles**") and other relevant rules.

Article 2 The Committee is a special working body set up by the Board pursuant to the Articles. It shall be mainly responsible for promulgating the selection criteria and procedures for the election and appointment of directors and senior management, vetting candidates for directors, general managers and secretaries of the board, reviewing candidates for other senior management personnel nominated by the general manager and report to the Board.

CHAPTER 2 COMPOSITION

Article 3 The members of the Committee are considered and approved by the Board, the majority of which shall be independent non-executive directors, with at least one member of a different gender.

Article 4 The Committee shall have one chairman who shall be the chairman of the Board or an independent non-executive director, and be in charge of the work of the Committee. The main powers and duties of the chairman are as follows:

(I) convening and presiding over regular and ad-hoc meetings of the Committee;

(II) determining the agenda of each meeting of the Committee;

(III) signing material documentation of the Committee;

(IV) ensuring that the Committee reaches a clear conclusion to each proposal which includes approved, rejected or to discuss after materials are supplemented;

(V) other powers and duties as stipulated in these terms of reference.

Article 5 The terms of office of the members of the Committee shall be in conformity with that of their directorship. Members of the Committee may be re-elected or re-appointed at the expiry of their terms of office.

No members shall, before the expiration of his/her terms of office, be removed from office without cause except for the circumstances that require dismissal as stipulated in the laws and regulations, the Articles or these terms of reference.

If any member ceases to be a director of the Company or cannot continue to be a director due to other causes during his/her terms of office, he/she shall be automatically disqualified from acting as a member, and such vacancy shall be filled by the Board pursuant to Article 3 of these terms of reference.

CHAPTER 3 POWERS AND DUTIES

Article 6 The primary powers and duties of the Committee shall include the powers and duties set out in the code provisions of the Corporate Governance Code under Appendix C1 of the Stock Exchange Listing Rules from time to time. Without prejudice to the foregoing, the Committee shall perform the following duties:

(I) reviewing the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year, assisting the Board in maintaining a board skills matrix, and making recommendations on any changes to the Board to complement the Company's corporate strategies;

(II) studying and advising on the standards, procedures and methods for the election of directors and senior management;

(III) identifying individuals suitably qualified to become directors and senior management;

(IV) selecting or making recommendations to the Board on the selection of individuals nominated for directorships and senior management. Where the Board proposes to put forward a resolution to elect an individual as an independent non-executive director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting with the following details: (1) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; (2) if the proposed independent non-executive director will be holding his or her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (3) the views, perspectives, skills and experience that the individual can bring to the Board; and (4) how the individual contributes to the diversity of the Board;

(V) assessing the independence of the independent non-executive directors;

(VI) making recommendations to the Board on the appointment or re-appointment of directors and senior management, as well as the succession plan for directors and senior management (especially the chairman of the Board and the chief executive);

(VII) reporting its decisions or opinions to the Board, unless otherwise restricted by laws or regulations;

(VIII) supporting the Company's regular evaluation of the Board's performance;

(IX) reviewing and assessing the time commitment and contribution to the Board of each director of the Company, as well as his/her suitability and ability to discharge his/her responsibilities effectively, taking into account factors as required by the Stock Exchange Listing Rules;

(X) other powers and duties authorized by the Board; and

(XI) other relevant requirements for powers and duties of the Committee according to the regulatory rules of the place where the shares of the Company are listed as amended from time to time.

Article 7 The Company's human resources department is the supporting and coordination department and the secretary of meetings of the Committee. The Committee may source supports from the Company's relevant departments or personnel upon a temporary designation according to work requirements. The office of the Board is responsible for the specific work including issuing meeting notice, keeping meeting minutes and resolutions and jointly preparing for and organizing meetings with the supporting and coordination department of the Committee. The secretary to the Board is responsible for coordinating work among the Committee, the supporting and coordination department of the Committee and the office of the Board and shall attend the meetings of the Committee as observer.

Article 8 The Committee shall be accountable to the Board. Any proposal passed by the Committee shall be submitted to the Board for consideration and approval.

Article 9 The Committee shall be provided with sufficient resources to perform its duties and responsibilities and, if necessary, may engage intermediate agencies to provide independent and professional advice on its decisions. The reasonable expenses arising therefrom shall be borne by the Company.

Article 10 At the invitation of the chairman of the Board, the chairman of the Committee, or in his/her absence, another member or his/her authorized representative, shall attend and answer questions at the Company's annual general meetings.

Article 11 The Committee shall make its terms of reference available on the websites of the Company and the stock exchange where the Company's shares are listed, to explain its role and powers delegated to it by the Board in accordance with the relevant requirements under the regulatory rules in the place where the Company's shares are listed.

CHAPTER 4 DECISION-MAKING PROCEDURES FOR THE COMMITTEE

Article 12 The Committee shall study the selection criteria and procedures and terms of office of directors and senior management of the Company in accordance with the relevant provisions under applicable laws, regulations and the Articles and based on the actual situation of the Company. Any proposal shall be submitted to the Board for consideration and approval before implementation.

Article 13 The selection procedures of directors and senior management are as below:

(I) The Committee shall actively study the demand of the Company for new directors and senior management and present such information in writing;

(II) The Committee may seek extensively for candidates for directors and senior management from the Company, its wholly-owned subsidiaries, controlled subsidiaries, investees and the human resources market;

(III) The Committee shall gather information about the occupation, academic qualifications, titles of position, detailed work experience and all the concurrent posts of the candidates and present such information in writing;

(IV) The Committee shall obtain the consent for nomination from nominees; otherwise, the nominees shall not be the candidates for directors or senior management;

(V) The Committee shall convene a meeting of the Committee to review the qualifications of the candidates based on the criteria for directors and senior management;

(VI) The Committee shall make suggestion to the Board on the candidates for directors and new senior management and submit the recommendation and relevant information to the Board prior to the election of new directors and appointment of new senior management;

(VII) The Committee shall complete other follow-up works based on the decision of, and feedback from, the Board.

CHAPTER 5 RULES OF PROCEDURES OF COMMITTEE

Article 14 The meetings of the Committee are classified into regular meetings and ad-hoc meetings. The Committee shall hold at least one regular meeting a year.

Article 15 The Committee shall hold an ad-hoc meeting if proposed by the chairman of the Committee, two or more members of the Committee, or the Board or the chairman of the Board.

Article 16 A notice shall be given to all members of the Committee by the supporting and coordination department three days prior to the convening of a meeting and the relevant information shall be submitted to each member. Upon unanimous consent of all members of the Committee, the requirement on such prior notice period may be exempted.

Article 17 A meeting of the Committee shall be presided over by the chairman or, if he/she is unable to attend, another member of the Committee (being an independent non-executive director) designated by him/her.

Article 18 A meeting of the Committee shall not be held unless attended by more than two-thirds of its members.

Members of the Committee shall attend the meeting in person or in a manner of teleconference or by aid of similar communication equipment. If the member is unable to attend the meeting with cause, he/she may authorize another committee member in writing to attend the meeting on his or her behalf. The power of attorney shall set forth the scope of authorization.

Article 19 If a meeting of the Committee is held, the relevant personnel of the Company may be invited to attend the meeting as observers when necessary.

Article 20 The voting at a meeting of the Committee shall be taken by show of hands. Each member shall have one vote. Resolutions passed at the meeting must be approved by a simple majority of all members of the Committee.

Article 21 A meeting of the Committee may be held by way of written resolutions. Written resolutions shall be dispatched by facsimile, courier or by hand or other methods to all members, and shall be returned in original copies to the Company for filing after deliberation by the members. A proposal signed by consenting members satisfying the threshold hereunder shall become an effective resolution of the Committee.

Article 22 Where a member of the Committee is involved in the matter being discussed at the meeting of the Committee or a vote is taken thereon, he/she shall abstain from attending such meeting.

Article 23 The procedures for convening a meeting of the Committee, the voting methods and the resolutions passed at such meetings shall be in compliance with the provisions of the relevant laws, regulations, the Articles and these terms of reference.

Article 24 Resolutions passed at the meetings of the Committee and any voting results shall be reported to the Board of the Company in writing.

Article 25 Members attending meetings of the Committee or persons attending, as observers, meetings of the Committee shall undertake confidentiality obligations for all items discussed at the meetings and shall not disclose any relevant information unless authorized by the chairman of the Board or the Board of the Company.

Article 26 The supporting and coordination department of the Committee shall record complete minutes. Minutes of the meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the directors or dissenting views expressed. Draft and final versions of minutes of meeting shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the Committee meeting is held. Members of the Committee who attend the meeting shall sign on the minutes. The supporting and coordination department shall submit the minutes to the office of the Board of the Company for filing in accordance with the rules of the Company. Such minutes of meetings shall be open for inspection at any reasonable time on reasonable notice by any director of the Company.

CHAPTER 6 DIVERSITY POLICY OF THE BOARD

Article 27 When performing relevant duties, the Committee shall consider the diversity policy of the Board as stipulated in these terms of reference. The Committee is responsible for monitoring the implementation of the policy, and shall review and amend the policy, as appropriate, to ensure its effectiveness.

Article 28 When reviewing the size and composition of the Board and searching for and recommending candidates for directors, the Committee shall, taking into account the business model and specific needs of the Company, consider diversity of the Board in various aspects, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The final appointment recommendation shall be made to the Board by the Committee based on merit and contribution that the selected candidates will bring to the Board after taking into account the relevant aspects mentioned above.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 29 Unless otherwise specified, the terms used herein shall have the same meanings ascribed thereto under the Articles.

Article 30 Any matters not covered by these terms of reference or in the event that these terms of reference are inconsistent with the laws, regulations, the Stock Exchange Listing Rules as promulgated or amended from time to time, or the Articles which are formulated or revised by lawful procedures, after these terms of reference become effective, such laws, regulations, the Stock Exchange Listing Rules or the Articles shall prevail and these terms of reference shall be amended forthwith and submitted to the Board for approval.

Article 31 These terms of reference have been considered and approved by the Board and shall become effective on the date of the listing of the Company's overseas listed foreign shares on The Stock Exchange of Hong Kong Limited.

Article 32 Interpretation of these terms of reference shall be vested in the Board.

These terms of reference are prepared in both Chinese and English. In the event of inconsistency, the Chinese version shall prevail.