Easou Technology Holdings Limited
宜搜科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2550)

TERMS OF REFERENCE
NOMINATION COMMITTEE

Membership

1. The nomination committee should be established by the board (the "**Board**") of Easou Technology Holdings Limited (the "**Company**").

2. The majority of the nomination committee members must be independent non-executive directors of the Company with at least one member of different gender.

3. The nomination committee must be chaired by the chairman of the Board or an independent non-executive director and the chairman must be appointed by the Board.

4. The terms of appointment of nomination committee members are determined by the Board at the appointment date.

Secretary

5. The company secretary of the company shall act as the secretary of the nomination committee.

6. The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

Frequency and proceedings of meetings

7. The nomination committee should meet at least once a year.

8. Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notification period, the attendance of the member of the nomination committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

9. The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director.

10. Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

11. The resolution of the nomination committee should be passed by more than half of the members.

12. The resolution passed and signed by all members is valid, and the validity is same as any resolution passed in the meeting held.

13. Full minutes of nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. Minutes of the nomination committee meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the meeting should be sent to all committee members for their comments and records, within a reasonable time after the meeting.

Meeting attendance

14. Upon invitation from the nomination committee, the chairman of the Board and/or the general manager or the chief executive officer, external advisor and the other persons can be invited to attend all or part of any meeting.

15. Only the member of nomination committee can vote in the meeting.

Annual general meetings

16. The chairman of a nomination committee or (if absent) the other member of an nomination committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the nomination committee.

Responsibilities, duties, powers and functions

17. The nomination committee shall have the following duties and powers:

    (a) to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (b) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

    (c) to assess the independence of independent non-executive directors;

    (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;

(e) to review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives, and to make disclosure on its review results in the annual report of the Company annually;

(f) to review and assess regularly the time commitment and contribution to the Board by each director as well as each director's ability to discharge his or her responsibilities effectively considering factors including the number of other listed companies in which such director has a directorship;

(g) to support the Company's regular evaluation of the Board performance; and

(h) to consider other matters, as defined or assigned by the Board from time to time.

Reporting responsibilities

18. The nomination committee has to report to the Board after each meeting on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

Authority

19. The nomination committee member should have access to independent professional advice at the expense of the Company if necessary, in order to fulfill his responsibility of being a member of the nomination committee.

20. The nomination committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the website of The Stock Exchange of Hong Kong Limited and the Company's website.

21. The nomination committee should be provided with sufficient resources to perform its duties.