DAHON TECH (SHENZHEN) CO., LTD.

Terms of Reference of the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Clause 1 In order to standardise the selection of Directors and Senior Management of DAHON TECH (SHENZHEN) CO., LTD. (hereinafter referred to as the "**Company**"), optimise the composition of the board of directors of the Company (the "**Board**") and improve the corporate governance structure, the Company has established a nomination committee of the Board hereinafter referred to as the "**Nomination Committee**" or the "**Committee**") and formulated these terms of reference in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**"), and relevant laws and regulations such as the relevant regulatory rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, as well as the Articles of Association of the Company (hereinafter referred to as the "**Articles of Association**").

Clause 2 The Nomination Committee is a dedicated working body under the Board, and its main responsibility is to advise and make suggestions to the Board on the selection, selection criteria and procedures of the Directors (including independent non-executive Directors), general managers, and other Senior Management.

Clause 3 In these terms of reference, a "Director" means any Director elected by the general meeting of shareholders, including independent non-executive Director; while "Senior Management" refers to any general manager, deputy general manager, secretary of the Board, financial officers, and other senior management personnel appointed by the Board, as stipulated in the laws and regulations, relevant regulatory regulations of securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association.

Chapter 2 Composition

Clause 4 The Nomination Committee shall consist of at least three Directors, with more than 1/2 being independent non-executive Directors, and at least one Committee member shall be a Director of the Company of a different gender.

Clause 5 Members of the Nomination Committee shall be jointly nominated by the chairman or more than 1/3 of the Board, and shall be elected by the Board by a majority of all Directors.

Clause 6 The Nomination Committee shall have a convenor, which shall be taken up by the chairman of the Board or a Committee member (who is an independent non-executive Director), and is subject to appointment and dismissal by the Board. He shall be responsible for presiding over the work of the committee. If the convenor is unable or fails to perform his duties, more than 1/2 of the members shall jointly elect an independent non-executive Director to act on his behalf. Upon approval of such proposal by the election committee members, the convenor shall take office immediately after the meeting of the Board.

Clause 7 The term of office of the Nomination Committee shall be the same as that of the Board, and members may be re-elected upon the expiration of their term. During this period, if any member ceases to be a Director of the Company, his qualification as a Committee member will be revoked automatically. Likewise, if any member who should have acquired the status of an independent non-executive Director no longer has the independence as stipulated in the Company Law, the Articles of Association and the Hong Kong Listing Rules, his qualification as a Committee member will be revoked automatically. A member of the Nomination Committee may submit a written resignation notice to the Board before the expiration of his term of office and leave his position, and the resignation notice shall provide necessary explanation for his resignation and matters that require the attention of the Board. Upon the loss of qualification or permission to resign, the position(s) vacated by such member of the Nomination Committee shall be filled by the Board according to applicable laws, regulations, normative documents, and the provisions of Clauses 4 to 6 above. The term of office for the member filling the vacancy shall expire upon the expiration of his term of office as a Director or an independent non-executive Director. A member of the Nomination Committee shall not, before the expiry of his term of office, be relieved of his duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Hong Kong Listing Rules.

Chapter 3 Duties and Authority

Clause 8 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for Directors and Senior Management, selecting and reviewing the candidates for Directors and Senior Management and their qualifications, and making recommendations to the Board on the following matters:

(1) Study and formulate the selection criteria and procedures for Directors and Senior Management and make recommendations to the Board, considering factors including but not limited to cultural and educational backgrounds, and professional experience;

(2) Nominate or appoint or dismiss Directors, give nomination advice to the Board, review and make suggestions on candidates for the Directors (especially the chairman);

(3) Hire or dismiss senior management, review and make suggestions on candidates for Senior Management (especially general managers) of the Company;

(4) Review the independence of independent non-executive Directors;

(5) Review the structure, size and composition of the Board (including skills, knowledge and experience) at least once a year, assist the Board in maintaining a board skills matrix, and make recommendations to the Board on any proposed changes to the Board in line with the Company's strategy. Evaluate the structure of the Board committees, and make recommendation on Directors to serve as members of relevant committees and submit the same to the Board for approval.

(6) Establish a reserve plan for each of Directors and Senior Management and update it from time to time;

(7) Evaluate the work of Directors, support the Company to regularly evaluate the performance of the Board, and make suggestions or recommendations for the replacement, re-appointment or succession of Directors (including the chairman and general manager) based on the evaluation results, take into account factors as stipulated in the Hong Kong Listing Rules, review and evaluate the time commitment and contribution of each Director to the Board, and the ability of the Directors to perform their duties effectively;

(8) Evaluate the independence of independent non-executive Directors;

(9) Formulate and, where appropriate, review and implement the board diversity policy adopted by the Board from time to time, review the progress towards achieving the goals, and disclose the relevant policies or their summary in the corporate governance report within the Company's annual report;

(10) Other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules, relevant regulatory rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association.

In case of the Board not adopting or fully adopting the recommendations of the Nomination Committee, it shall record in its resolution the opinions of the Nomination Committee and the specific reasons for not adopting them, and disclose the same.

Clause 9 The Nomination Committee may exercise any authority conferred by the Board at such time as it considers necessary. Where necessary, the Nomination Committee may engage headhunting firms to assist in searching competent candidates for Directors and Senior Management.

Clause 10 The Nomination Committee shall be accountable to the Board. The recommendations made by the Committee shall be submitted to the Board for consideration and approval, among which, resolutions on the nomination of candidates for Directors shall, upon approval by the Board, be submitted to the shareholders' general meeting for consideration and approval prior to implementation.

Clause 11 The Nomination Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") and the Company.

Clause 12 Duties of the convenor:

(1) To convene and preside over the Committee meetings;

(2) To supervise and check the work of the Committee;

(3) To sign relevant documents of the Committee;

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

(5) To perform other duties and responsibilities as required or conferred by the laws, administrative regulations, the Hong Kong Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the shares of the Company are listed, these rules of procedure and the Board.

Clause 13 The rights and obligations of the members of the Committee are as follows:

(1) To attend the meetings of the Committee on time, express opinions on matters discussed at the meeting, and exercise the voting right;

(2) To propose topics for discussion at the meetings of the Committee;

(3) For the purpose of performing their duties, they may attend or observe relevant meetings of the Company, conduct investigation and research, and obtain necessary reports, documents, materials and other relevant information;

(4) To fully understand the responsibilities of the Committee and his duties as a member of the Committee, to familiarise with the Company's operation and management, business activities and development related to its duties, and ensure its ability to perform its duties;

(5) To fully ensure their working time and energy to perform their duties;

(6) To perform other duties and responsibilities as required or conferred by the laws, administrative regulations, the Hong Kong Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the shares of the Company are listed, these rules of procedure and the Board.

Chapter 4 Rules of Procedure

Clause 14 The convenor of the Nomination Committee or, in his absence, another member of the Nomination Committee (who must be an independent non-executive Director) shall attend the annual general meeting of the Company and respond to questions raised by shareholders regarding the activities and responsibilities of the Nomination Committee.

Clause 15 The members of the Nomination Committee shall assume the duties of honesty and diligence to the Company in accordance with laws, regulations, the Articles of Association and the Hong Kong Listing Rules. Recommendations or proposals made in the Nomination Committee meeting must comply with the requirements of laws, regulations, the Articles of Association and the Hong Kong Listing Rules.

Clause 16 The Nomination Committee shall study the qualifications for election of the Company's Directors and Senior Management, the election procedures and the term of office and submit such information to the Board for consideration upon reaching a resolution under the Company's actual circumstances in accordance with the provisions of laws, regulations, the Hong Kong Listing Rules and the Articles of Association. If the Board intends to propose at the shareholders' general meeting to elect a person as an independent non-executive Director, the circular and/or explanatory letter to shareholders accompanying the notice of the shareholders' general meeting shall specify the procedures of the selection, the reasons why the Board deems that the person should be elected and why the Board considers the person to be independent, and the reasons why the Board considers that such person can still devote sufficient time to fulfill the responsibilities of Director if the proposed independent non-executive Director is to serve as a director of a fourth (or more) listed company; the perspectives, skills and experience that such person can bring to the Board; and how such person promotes diversity of the members of the Board.

Clause 17 The Nomination Committee may convene a meeting when the convenor deems it necessary, or when more than 1/2 of the Committee members propose, or the chairman so suggests. Regular meetings are held at least once a year.

Clause 18 The Nomination Committee shall hold meetings from time to time according to the proposal of the convenor, and meeting notice and meeting materials shall be delivered to all members three days before the meeting. If all members agree, the requirement of advance notice may be waived. A meeting shall be presided over by the convenor, and if the convenor is unable to attend, he may appoint another independent non-executive Director to preside.

Clause 19 The quorum for any meeting of the Nomination Committee shall be at least 2/3 of the total members of the Committee, with at least one independent non-executive Director. Members who cannot attend a meeting may authorise, in writing, other members to attend and vote on his behalf. The power of attorney, containing the name of the proxy, the matters delegated, the scope of authorisation and the validity period of such authorisation, and signed or stamped by the appointer, shall be submitted to the chairman of the meeting no later than the time when voting takes place. If a member fails to attend a meeting of the Nomination Committee in person or by proxy, he shall be deemed as having abstained from voting at such meeting.

Any resolution put forward at a meeting shall be approved by a majority of all members to become effective; voting at a meeting of the Nomination Committee shall be by a show of hands or by poll, and may be conducted by means of communication if necessary. Each member shall have one vote; where the respective votes for and against a resolution are equal in number, the convenor shall be entitled to have a casting vote.

Clause 20 Meetings of the Nomination Committee may be convened by way of on-site meetings, teleconferences, video conferences, circulation of documents, facsimile, email and other appropriate means.

Clause 21 The Nomination Committee may invite the Directors, supervisors, seniors and external advisors of the Company to attend meetings of the Nomination Committee when necessary. Persons attending the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the Nomination Committee shall have no voting rights.

Clause 22 The Company should provide the Nomination Committee with sufficient resources to perform its duties. The Nomination Committee may, if necessary, engage intermediary institutions to provide professional advice on its decision-making. The reasonable expenses so incurred shall be borne by the Company.

Clause 23 The convening procedures, voting method and approved proposals of the meetings of the Nomination Committee shall comply with the applicable laws and regulations, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, the Articles of Association, as well as these Terms of Reference.

Clause 24 Minutes shall be taken in written form for meetings of the Nomination Committee, which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Minutes shall be signed by the members present at the meeting. Members present at such meetings are entitled to require his speech at meetings to be explicitly recorded in minutes. Minutes of meetings of the Committee shall be kept by the company secretary of the Company. Resolutions passed by the Nomination Committee meetings and the voting results shall be reported in writing to the Board.

Clause 25 The Nomination Committee shall form a clear and definite conclusion on the resolutions under consideration, including: approval, rejection or consideration pending supplementary information. The resolutions passed at the meetings of the Nomination Committee and voting results shall be reported in writing to the Board of the Company for its consideration.

Clause 26 Members attending a meeting and persons sitting in on a meeting shall keep all matters discussed at the meeting confidential, and shall not disclose any relevant information without authorisation, unless otherwise stipulated under applicable laws, regulations and/or regulatory authorities.

Chapter 5 Recusal System

Clause 27 Where a member of the Nomination Committee himself or his immediate relatives, or other enterprises controlled by the member and his immediate relatives are interested, directly or indirectly, in any issue discussed at the meetings, the member shall disclose as soon as possible the nature and extent of the interest to the Nomination Committee.

Clause 28 In the event of any such circumstances as set forth above, the interested member shall give a detailed explanation of the relevant circumstances at the meetings of the Nomination Committee and clearly indicate that he will recuse himself from voting. However, if the other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting. In case the Board considers it inappropriate for the interested member to participate in the voting as mentioned in the preceding paragraph, it may revoke the voting results, and require the other uninterested members to vote on the relevant proposals again.

Clause 29 The Nomination Committee shall consider and make a resolution on the proposal without counting interested members as a quorum. If the minimum quorum of the Nomination Committee is not present after the abstention by the interested member, all members (including the interested member) shall resolve on the procedural matters regarding submitting such proposals to the Board of the Company for its consideration, and the Board of the Company shall consider such proposals accordingly.

Clause 30 The minutes and resolutions of the Nomination Committee meetings shall specify the fact that the interested members were not counted as a quorum and did not participate in the voting.

Chapter 6 Supplementary Provisions

Clause 31 These Terms of Reference shall be interpreted by the Board.

Clause 32 These Terms of Reference shall become effective and be implemented upon consideration and approval by the Board. Matters herein relating to H shares shall be implemented from the date on which H shares are issued by the Company and listed on the Hong Kong Stock Exchange.

Clause 33 Any matters not covered by these Terms of Reference or in any event that these Terms of Reference contravene relevant laws and regulations, the Hong Kong Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail. In case of any inconsistency between the Terms of Reference and any future laws, regulations, the Hong Kong Listing Rules, relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail, and these Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board for consideration and approval.

DAHON TECH (SHENZHEN) CO., LTD.
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