InnoScience (Suzhou) Technology Holding Co., Ltd.
英諾賽科（蘇州）科技股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(the "**Company**")
(Stock Code: 2577)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. MEMBERSHIP

1.1 The nomination committee of the Company (the "**Nomination Committee**") is established by the board of directors of the Company (the "**Board**") and it should comprise of not less than three members with at least one member of a different gender.

1.2 The Nomination Committee should comprise of a majority of independent non-executive directors who meet the independence requirements as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time). The chairman or chairlady of the Nomination Committee must either be the chairman or chairlady of the Board or an independent non-executive director within the Nomination Committee. The members and the chairman or chairlady of the Nomination Committee shall be appointed and removed by the Board.

1.3 No member of the Nomination Committee shall appoint any alternate to attend the meeting or perform his duties.

1.4 The terms of appointment to Nomination Committee members should be determined by the Board at the appointment date.

1.5 Meetings and proceedings of the Nomination Committee shall be governed by the provision of the articles of association of the Company for regulating the proceedings of meetings of the Board.

2. SECRETARY

2.1 The joint company secretary of the Company or his/her representative (in his/her absence) shall act as the secretary of the Nomination Committee.

2.2 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.

3. NOTICE OF MEETINGS

3.1 Unless otherwise agreed by all members of the Nomination Committee, the notice of convening a meeting of the Nomination Committee shall be issued not less than two working days before the meeting.

3.2 The notice of meeting shall contain the date, time and venue of the meeting. An agenda or other documents required to be considered by the members of the Nomination Committee shall also be attached to the notice.

3.3 Due notice 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 a meeting would be deemed to be treated as the waiver of the required notification requirement.

4. QUORUM AND ATTENDANCE AT MEETINGS

4.1 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.

4.2 Upon the invitation from the Nomination Committee, the chairman or chairlady of the Board, the general manager, the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.

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

5. FREQUENCY OF MEETINGS

5.1 Meetings of the Nomination Committee shall be held at least once a year. The Board or members of the Nomination Committee may demand additional meetings.

6. VOTE

6.1 Only the members of the Nomination Committee can vote in the meeting.

6.2 Resolutions of the Nomination Committee shall be passed by more than half of its members. In the case of an equality of votes, the chairman of the Nomination Committee shall have a second vote or casting vote.

6.3 A resolution passed and signed by all members of the Nomination Committee is valid, and the validity is the same as any resolution passed in the meeting held.

7. ANNUAL GENERAL MEETINGS

7.1 The chairman or chairlady of Nomination Committee or (if absent) the other member of Nomination Committee (which must be an independent non-executive director) should attend the annual general meeting of the Company to address the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

8. DUTIES AND POWERS

8.1 The duties and powers of the Nomination Committee shall include such duties and powers as provided in the Listing Rules. Without prejudice to the foregoing, the Nomination Committee shall have the following duties and powers:

8.1.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity) 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;

8.1.2 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;

8.1.3 to annually assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

8.1.4 to assess the independence of independent non-executive directors according to the Listing Rules;

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

8.1.6 to review the policy on Board diversity (the "**Board Diversity Policy**"), any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and the progress on achieving such objectives;

8.1.7 to review the Company's policy on employee diversity (including senior management) and its implementation, and make recommendations to the Board to enhance its effectiveness and foster a diverse and inclusive workplace environment;

8.1.8 to support the Company's regular evaluation of the Board's performance; and

8.1.9 to consider other topics, as defined by the Board from time to time.

8.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

8.2.1 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;

8.2.2 if the proposed independent non-executive director will be holding their seventh (or more) directorship of companies listed on the Main Board or GEM, why the Board believes the individual would still be able to devote sufficient time to the Board;

8.2.3 the perspectives, skills and experience that the individual can bring to the Board; and

8.2.4 how the individual contributes to diversity to the Board.

9. REPORTING PROCEDURE

9.1 The Nomination Committee shall report to the Board on its decisions or recommendations after each of its meetings, subject to legal or regulatory restrictions.

9.2 The Nomination Committee should make a statement in the annual report about its activities, the nomination procedures, the process and criteria adopted to select and recommend candidates for directorship during the year and whether external advice and/or open advertising was used.

9.3 Full minutes of the Nomination Committee meeting should be kept by the joint company secretary or the duly appointed secretary of the Nomination Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Nomination Committee for their comment and records, within a reasonable time after the meeting.

10. AUTHORITY

10.1 The Nomination Committee is authorized by the Board to request from employee of the Company to provide any information within the scope of its duties.

10.2 The Nomination Committee should have access to independent professional advice at the Company's expense, if necessary, to perform its responsibilities.

10.3 The Nomination Committee should be provided with sufficient resources to perform its duties.