Beijing Geekplus Technology Co., Ltd.

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve the corporate governance structure of Beijing Geekplus Technology Co., Ltd. (the "**Company**"), the board of directors of the Company (the "**Board**") established the nomination committee (the "**Nomination Committee**"), a special committee under the Board, and formulated 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 "**Listing Rules of the Hong Kong Stock Exchange**"), the Articles of Association of Beijing Geekplus Technology Co., Ltd. (the "**Articles of Association**") and other relevant regulations.

Article 2 The Nomination Committee is a special body set up by the Board in accordance with the Articles of Association and is mainly responsible for:

(I) reviewing the selection criteria and procedure for directors and managers and making recommendations;

(II) conducting extensive searches to locate qualified candidates for directors and managers;

(III) examining the candidates for directors and managers and making recommendations.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three directors with independent non-executive directors as the majority, and the convener shall be an independent non-executive director.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors or one-third of all directors, and shall be elected by the Board. A person who does not meet the qualification requirements prescribed in the preceding paragraph shall not be elected as a member of the Nomination Committee. A member of the Nomination Committee who no longer meets the qualification requirements in the preceding paragraph during his/her term shall resign or be replaced by the Board.

Article 5 The Nomination Committee shall have one chairperson (the convener), who shall be an independent director and is responsible for convening committee meetings and presiding over the work of the committee. The chairperson shall be elected from the Nomination Committee, subject to the approval of the Board.

Article 6 The term of office of the members of the Nomination Committee shall be identical to their term of office on the Board, which is three years. Upon expiry of a term, a member may serve consecutive terms if re-elected. If any member resigns from the position of director of the Company, or any member who shall be an independent non-executive director ceases to have the independence as set out in the relevant laws, regulations, the Articles of Association or the Listing Rules of the Hong Kong Stock Exchange during his/her term of office, he/she shall automatically

lose his/her position as committee member, and the vacancy shall be filled by the Board in accordance with Article 3 to 5 above. A committee member may resign prior to the expiry of his/her term of office by submitting a written resignation report, which shall include a statement of the reason for such resignation and the matters that should be brought to the attention of the Board. Where the Nomination Committee falls below the requirements of Article 3 and Article 5 of these terms of reference, the Board shall immediately make adjustments or fill the vacancy according to the requirements of the Listing Rules of the Hong Kong Stock Exchange. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director. A member of the Nomination Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without cause except for the situations that prevent such member from holding office as specified in the relevant laws, regulations, the Articles of Association or the securities regulatory rules of the place where the Company's shares are listed.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The Nomination Committee shall disclose its terms of reference on the websites of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Company, explaining its role and the power delegated by the Board. The Nomination Committee should be provided with sufficient resources to discharge its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities. The main duties and authorities of the Nomination Committee include:

(I) reviewing the size and composition of the Board based on the operation, scale of assets and shareholding structure of the Company, and making recommendations to the Board; reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(II) studying the criteria and procedures for selecting directors, managers and other senior management and making recommendations to the Board in respect thereof;

(III) conducting extensive searches to locate qualified candidates for directors, managers and other senior management;

(IV) examining the candidates of directors and managers and making recommendations;

(V) examining the candidates for other senior management members that are required to be recommended to the Board for appointment and making suggestions;

(VI) assessing the independence of independent non-executive directors, and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

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 their seventh (or more) listed company directorship, the reasons why the Board believes the individual would still be able to devote sufficient time to the Board;

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

4. how the individual contributes to the diversity of the Board.

(VII) making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the general manager; and

(VIII) handling other matters required by the relevant laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and assigned by the Board.

Article 8 The Nomination Committee shall be accountable to the Board and proposals of the Nomination Committee shall be submitted to the Board for its consideration and decision.

CHAPTER 4 RULES OF PROCEDURES

Article 9 Meetings of the Nomination Committee are classified as regular meetings and extraordinary meetings. The committee shall hold regular meetings at least once a year. An extraordinary meeting may be held upon the proposal of the chairman or by more than half of the committee members.

Article 10 The Nomination Committee meeting(s) shall be convened and presided over by the convener; if the convener is unable or fails to perform his/her duties, one other member who shall be an independent director shall convene and preside over such meeting.

Article 11 To hold a Nomination Committee meeting, the notice of the meeting shall be sent to all committee members three days before the meeting is held.

Article 12 A Nomination Committee meeting shall not be held unless there is a quorum of more than two-thirds of the members. Each member has one vote, and the resolutions made at the meeting shall be approved by a majority of all members.

Article 13 Votes at the Nomination Committee meetings shall be made by a show of hands or by poll. Nomination Committee meetings may be convened by voting by communications.

Article 14 The Nomination Committee may, if it deems necessary, invite directors, managers and other senior management of the Company to attend the committee meeting.

Article 15 If necessary, the Nomination Committee may engage an intermediary institution for a professional opinion in making decisions at the Company's expense.

Article 16 Where an agenda item relating to a member is to be discussed at the Nomination Committee meeting, such a related member shall abstain from the meeting in respect thereof. The said Nomination Committee meeting may be held by the majority of the unrelated members attending the meeting and resolutions proposed shall be passed by the majority of the unrelated members. Where the number of unrelated members attending the meeting falls below one-half of the total number of unrelated members of the Nomination Committee, such matter shall be submitted to the Board for consideration.

Article 17 The procedures for convening a meeting, the method of voting and passing of resolutions at a Nomination Committee meeting shall conform with the relevant laws, regulations, the Articles of Association and these terms of reference.

Article 18 The Nomination Committee shall keep meeting minutes. Members present at a meeting shall sign the minutes which shall be kept by the secretary of the Board.

Article 19 Any proposals passed and poll results taken at a Nomination Committee meeting shall be reported to the Board in writing.

Article 20 Members and relevant persons present at a Nomination Committee meeting shall be obliged to keep confidential all matters discussed, and shall not disclose any relevant information to any person without authorization unless it is considered and approved by the shareholders' general meeting or the Board and disclosed to the public, except for statutory reasons or by mandatory order of a competent authority.

CHAPTER 5 SUPPLEMENTAL PROVISIONS

Article 21 These terms of reference shall be formulated, reviewed and approved by the Board, and should be so for amendments thereto. These terms of reference shall take effect and come into force upon review and approval by the Board of the Company. The former Terms of Reference for the Nomination Committee of the Board of Directors will automatically be invalid from the date on which these terms of reference take effect.

Article 22 Unless otherwise provided, in these terms of reference, the meaning of "more than" includes the underlying number.

Article 23 Any matters not covered by these terms of reference shall be handled in accordance with the relevant laws, regulations, normative documents, relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and based on the actual situation of the Company. Where the relevant provisions of these terms of reference conflict with the laws, administrative regulations, normative documents, relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association that may be promulgated or amended from time to time in the future, the relevant laws, administrative regulations, normative documents, relevant provisions of the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 24 These terms of reference shall be interpreted by the Board.

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