Beijing Geekplus Technology Co., Ltd.
Terms of Reference for
the Corporate Governance 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 corporate governance committee (the "**Corporate Governance 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 Corporate Governance Committee is a special body set up by the Board in accordance with the Articles of Association and is mainly responsible for developing and evaluating the corporate governance practices of the Company with the goal of achieving high standards of corporate governance and safeguarding the interests of all shareholders of the Company in compliance with any applicable laws, regulations and listing rules.

CHAPTER 2 COMPOSITION

Article 3 The Corporate Governance Committee shall consist of three independent non-executive directors.

Article 4 Members of the Corporate Governance Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive directors or one-third of all directors, and shall be elected by the Board.

Article 5 The Corporate Governance Committee shall have one chairperson, who shall be an independent non-executive director and is responsible for leading the committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

Article 6 The term of office of the members of the Corporate Governance 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. 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 Corporate Governance Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the relevant laws, regulations, the Articles of Association, the Listing Rules of the Hong Kong Stock Exchange and other rules.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The Corporate Governance 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 Corporate Governance Committee should be provided with sufficient resources by the Company to discharge its duties. The authorities and duties of the committee shall include those specified in (i) the relevant code provisions of the Corporate Governance Code (the "**CG Code**") set out in Appendix C1 of the Listing Rules of the Hong Kong Stock Exchange (as amended from time to time) and (ii) Rule 8A.30 of the Listing Rules of the Hong Kong Stock Exchange (as amended from time to time). The main duties and authorities of the Corporate Governance Committee include:

(I) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

(II) to review and monitor the training and continuous professional development of the directors and senior management;

(III) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(IV) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and directors;

(V) to review the Company's compliance with the CG Code set out in the Listing Rules of the Hong Kong Stock Exchange and its disclosure in the corporate governance report;

(VI) to review and monitor whether the Company is operated and managed for the benefit of all its shareholders;

(VII) to confirm, on an annual basis, that the holders of Class A shares have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Listing Rules of the Hong Kong Stock Exchange have occurred during the relevant accounting year;

(VIII) to confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules of the Hong Kong Stock Exchange throughout the year;

(IX) to review and monitor the management of conflicts of interest and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any holders of Class A shares on the other;

(X) to review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;

(XI) to make a recommendation to the Board as to the appointment or removal of the compliance adviser;

(XII) to seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regard to the requirements of Rule 8A.35 of the Listing Rules of the Hong Kong Stock Exchange;

(XIII) to report on the work of the Corporate Governance Committee on at least a half-yearly and annual basis, covering all areas of these terms of reference;

(XIV) to disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (IX) to (XI) above in the report referred to in sub-paragraph (XIII) above; and

(XV) other matters required by the laws and regulations, the Articles of Association and the securities regulatory authority of the place where the Company's shares are listed as well as those authorized by the Board.

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

CHAPTER 4 RULES OF PROCEDURES

Article 9 The Corporate Governance Committee shall meet at least twice a year based on its needs. An extraordinary meeting may be convened upon the proposal of the convener or more than half of the committee members.

Article 10 The Corporate Governance Committee meeting(s) may be convened by any committee member; if the chairperson is unable or fails to perform his/her duties, he/she may appoint another member to preside over such meeting.

Article 11 To hold a Corporate Governance Committee meeting, the notice of the time and venue of the meeting and the matters to be considered thereat shall be sent to all committee members three days before the meeting is held.

Article 12 A Corporate Governance 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 Corporate Governance Committee meetings shall be made by a show of hands or by poll. Corporate Governance Committee meetings may be convened by voting by communications.

Article 14 The Corporate Governance Committee has full access to the management. When necessary, directors, senior management and other staffs of the Company who are not affiliated with the Corporate Governance Committee may be invited to attend the meetings of the Corporate Governance Committee.

Article 15 If necessary, the Corporate Governance Committee may engage an intermediary institution for a professional opinion in making decisions. The engagement of intermediary institutions shall be subject to the approval of the Board and at the cost of the Company.

Article 16 Where an agenda item relating to a member is to be discussed at the Corporate Governance Committee meeting, such related member shall abstain from the meeting in respect thereof. The said Corporate Governance 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 Corporate Governance Committee, such matter shall be submitted to the Board for consideration.

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

Article 18 The Corporate Governance Committee shall keep meeting minutes. Members present at a meeting shall sign the minutes, which shall be kept by the secretary of the Board and open for inspection at any reasonable time on reasonable notice by any director.

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

Article 20 The corporate governance report produced by the Company pursuant to the Listing Rules of the Hong Kong Stock Exchange shall include a summary of the work of the Corporate Governance Committee with regards to its duties set out in these terms of reference for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, to the extent possible.

Article 21 Members and relevant persons present at a Corporate Governance 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' 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 22 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 Corporate Governance Committee of the Board of Directors will automatically be invalid from the date on which these terms of reference take effect.

Article 23 Unless otherwise provided, in these terms of reference, the meaning of "more than" includes the underlying number, while "majority" does not include the underlying number.

Article 24 Any matters not covered by these terms of reference shall be handled in accordance with 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 and based on the actual situation of the Company. Where relevant provisions of these terms of reference conflict with the laws, administrative regulations, normative documents and relevant provisions of the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association that may be promulgated or amended from time to time in the future, the laws, administrative regulations, normative documents and 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 25 These terms of reference shall be interpreted by the Board.

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