LIANLIAN DIGITECH CO., LTD.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the selection of the directors and senior management of the Company, the Company has established the nomination committee (the "Nomination Committee") under the board of directors (the "Board") with these terms of reference ("Terms of Reference") in compliance with relevant requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), the Guidelines for the Application of Regulatory Rules – Overseas Offering and Listing No. 1 (《監管規則適用指引－境外發行上市類第 1 號》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, administrative regulations and normative documents as well as the Articles of Association of Lianlian DigiTech Co., Ltd. (the "Articles of Association").

Article 2 The Nomination Committee is a special functional body established by the Board. It is accountable to the Board and is mainly responsible for making comments and recommendations to the Board on the selection of candidates for directors (including independent non-executive directors) and senior management of the Company.

CHAPTER II COMPOSITION

Article 3 The Nomination Committee shall be comprised of three directors, with a majority being independent non-executive directors. The Nomination Committee shall have one chairperson, who shall be the chairperson of the Board or an independent non-executive director among the members and shall be elected by the Board.

The chairperson shall lead the work of the committee, and convene and chair the committee meetings. The chairperson, in case of failure or inability to perform his/her duties, shall designate a member of the committee who is an independent non-executive director to act on his/her behalf. If the chairperson neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the relevant information to the Board, and the chairperson of the Board shall designate a member of the committee who is an independent non-executive director, to act on his/her behalf.

Article 4 The members of the Nomination Committee shall be nominated in the following three ways:

(I) by the chairperson of the Board;

(II) by more than one-half of the independent non-executive directors; or

(III) by more than one-third of all directors.

The election of the members of the Nomination Committee shall be approved by the Board.

Article 5 A member of the Nomination Committee must meet the following conditions:

(I) he/she does not fall into the categories where a person shall not serve as a director, supervisor or senior management in accordance with the Company Law or the Articles of Association;

(II) he/she has not been declared as an unsuitable candidate by any stock exchange within the last three years;

(III) he/she has not been subject to any administrative penalty by the China Securities Regulatory Commission due to gross violation of laws and regulations within the last three years;

(IV) he/she possesses good moral character, familiarity with the industry in which the Company operates, the ability to conduct macroeconomic analysis and make judgments and relevant expertise and work experience; and

(V) he/she meets other conditions as required by relevant laws, regulations or the Articles of Association.

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 6 The members of the Nomination Committee shall serve for the same term as the directors. The members are eligible for re-election upon expiry of the term. No member shall, before the expiry of his/her term of office, be removed from office without reason except for the circumstances that require dismissal as stipulated in the Company Law, the Hong Kong Listing Rules, the Articles of Association or these Terms of Reference.

Article 7 A member of the Nomination Committee may resign before the expiry of his/her term of office, and shall submit a written resignation letter to the Board, which will only take effect after being approved by the Board. In addition, the resigning member shall continue to perform the related duties in accordance with these Terms of Reference before the new member elected assumes office.

In the event that the number of the members of the Remuneration and Assessment Committee falls below two-thirds of the required number due to their resignation, dismissal or otherwise, the Board shall promptly appoint new members to fill the vacancies. The committee shall suspend the exercise of its duties and powers under these Terms of Reference until the number of its members reaches two-thirds of the required number.

CHAPTER III DUTIES AND AUTHORITIES

Article 8 The main duties and authorities of the Nomination Committee include:

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

(II) to make recommendations to the Board on the size and composition of the Board in line with the operations, size of assets and structure of shareholding of the Company;

(III) to review the standards and procedures for the selection of the directors and senior management and make recommendations to the Board in respect thereof;

(IV) to conduct an extensive search for qualified candidates for directors and senior management, identify individuals suitably qualified to become directors and select or make recommendations to the Board on the selection of individuals to be nominated for directorships;

(V) to review the qualifications of the candidates for directors or senior management and make recommendations in respect thereof;

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

(VII) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors, in particular the Chairperson of the Board and the chief executive officer;

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

(IX) other duties and authorities as delegated by the Board.

Article 9 The Nomination Committee is responsible for formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing directors and senior management candidates and their qualifications, and making recommendations to the Board on the following matters:

(I) nomination, appointment or dismissal of directors;

(II) engagement or dismissal of senior management; and

(III) other matters as stipulated in laws, administrative regulations, provisions of the China Securities Regulatory Commission and these Terms of Reference.

If the recommendations of the Nomination Committee are not adopted or fully adopted by the Board, the opinion of the Nomination Committee and the specific reasons for its non-adoption shall be recorded in the Board resolutions.

Article 10 The members of the Nomination Committee must assume the duties of loyalty and care to the Company in accordance with the laws, regulations and the Articles of Association. The reports and resolutions made by the Nomination Committee must be in compliance with the laws, regulations and the requirements of the Articles of Association. The Board has the right to veto any reports or resolutions made by the Nomination Committee that are not in compliance with the laws, regulations and the Articles of Association.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 11 The Nomination Committee may, in accordance with the relevant laws and regulations and the Articles of Association, and in light of the actual situation of the Company, study the election criteria, selection procedures and term of office of the directors and senior management of the Company, and make recommendations to the Board.

Article 12 The selection and review procedures of the Nomination Committee for candidates for directors and senior management shall include:

(I) to actively communicate with the Company's shareholders and relevant departments to understand the Company's needs for directors and senior management;

(II) to conduct an extensive search for candidates for directors and senior management within the Company, enterprises controlled by the Company or enterprises in which the Company holds equity, and in the human resources market;

(III) to collect and fully understand the profession, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates;

(IV) to seek opinions from the initial candidates regarding the nomination; if he/she does not agree with the nomination, he/she cannot be considered as a candidate for director or a candidate for senior management;

(V) a meeting of the Nomination Committee shall be held, at which the qualifications of the candidates shall be reviewed based on the qualification requirements for directors and senior management;

(VI) before the election of a new director or the appointment of a new senior management member, the recommendations on the selection of and the relevant information of the relevant candidates shall be submitted to the Board; and

(VII) to carry out other follow-up tasks based on the decisions of and feedback from the Board.

CHAPTER V RULES OF PROCEDURE

Article 13 Meetings of the Nomination Committee may be held from time to time upon being convened by the chairperson or proposed by the non-chairperson members. If a meeting is proposed by a non-chairperson member, the chairperson shall convene such meeting within five days after receiving the proposal. A meeting of the Nomination Committee shall be presided over by the chairperson.

Article 14 The notice of a meeting of the Nomination Committee may be given by facsimile, telephone, e-mail, mobile phone text message, personal delivery or in writing, but it shall be ensured that the meeting materials can be delivered simultaneously. The notice shall be given at least three days before the date of the meeting. However, in the event of an emergency, an extraordinary meeting may be held at any time after it is confirmed that all persons who shall attend the meeting have received the notice of the meeting. The meeting notice shall include the following:

(I) the date and place of the meeting;

(II) the purpose and agenda of the meeting; and

(III) the date of notification.

Materials for a meeting of the Nomination Committee shall be sent to all members and relevant attendees along with the meeting notice.

Article 15 The members of the Nomination Committee shall attend a meeting of the Nomination Committee in person. Should a member be unable to attend the meeting, he/she may appoint another member in writing to attend such meeting on his/her behalf, and the appointed proxy shall be an independent non-executive director. The instrument of proxy shall specify the name of the proxy, matters entrusted, scope of authorization and duration of validity, and shall be signed or sealed by the principal. The member attending the meeting on his/her behalf shall exercise rights within the scope of authorization. If a member neither attends a meeting of the Nomination Committee nor appoints another member to attend such meeting on his/her behalf, it shall be deemed that he/she has waived the voting rights at such meeting.

Article 16 A meeting of the Nomination Committee shall not be held unless more than two-thirds of the members attend the meeting. Each member has one vote and the resolutions proposed at the meeting shall be approved by more than one-half of all members.

Article 17 A Nomination Committee meeting may be held on site. Vote at the meeting shall be taken by a show of hands or by poll, and the resolutions shall be signed by the members attending the meeting. On the premise of ensuring that the committee members can fully express their opinions, a Nomination Committee meeting may also be held and the resolutions may also be made by means of communication or through the Internet, and the resolutions shall be signed by the members attending the meeting.

Article 18 Directors and senior management of the Company may be invited to attend a meeting of the Nomination Committee as observers, when necessary.

Article 19 The Nomination Committee may engage intermediaries to provide opinions for its decision-making at the expense of the Company, when necessary.

Article 20 Minutes of meetings of the Nomination Committee shall be kept, and shall be signed by the members attending the meeting. Minutes of meetings shall be maintained by the secretary to the Board.

Article 21 Members and non-voting attendees present at a meeting shall keep confidential all matters discussed at the meeting, shall not disclose any relevant information without authorization, and shall not seek interests for themselves or others by taking advantage of inside information.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 22 These Terms of Reference shall be interpreted by the Board. In the event of any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.

Article 23 These Terms of Reference shall be implemented in accordance with the relevant PRC laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association. In the event that these Terms of Reference contravene any PRC laws and regulations, the Hong Kong Listing Rules or the Articles of Association, these Terms of Reference shall be revised accordingly in time and then reported to the Board for consideration and approval.

Article 24 These Terms of Reference shall take effect from the date on which they are considered and approved by the Board.

Lianlian DigiTech Co., Ltd.