Sichuan Baicha Baidao Industrial Co., Ltd.

TERMS OF REFERENCE AND RULES OF PROCEDURES OF NOMINATION COMMITTEE

1. Members

1.1 The nomination committee (the "**Nomination Committee**") shall be established by the Board (the "**Board**") of the Company, and the majority of members of the Nomination Committee shall be independent non-executive Directors of the Company.

1.2 The Nomination Committee shall be chaired by the chairperson of the Board or an independent non-executive Director within the Nomination Committee and appointed by the Board.

1.3 The terms of appointment of members of the Nomination Committee shall be determined by the Board at the appointment date.

2. Secretary

2.1 The joint company secretary (the "**Joint Company Secretary**") of the Company shall act as the secretary to 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 to the Nomination Committee.

3. Meeting

3.1 The members of the Nomination Committee can call for a meeting anytime when it is necessary.

3.2 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 members of the Nomination Committee at the meeting would be deemed as the waiver of the required notification requirement.

3.3 The quorum necessary for convening the meeting of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive Director.

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

3.5 Resolutions of the Nomination Committee shall be passed by more than half of its members.

3.6 The resolution signed in writing by all members of Nomination Committee is valid, and the validity is the same as if it is passed in the meeting duly convened and held by the Nomination Committee.

3.7 Full minutes of the Nomination Committee shall be kept by the Joint Company Secretary or the duly appointed secretary to the Nomination Committee for review by the Directors. Draft and final versions of the minutes shall be sent to all members of the Nomination Committee successively for their comments and records, within a reasonable time after the meeting.

4. Meeting Attendance

4.1 Upon the invitation from the Nomination Committee, the chairperson of the Board and/or the managing director or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.

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

5. Annual General Meeting

5.1 The chairperson of the Nomination Committee or (if absent) the other member of the Nomination Committee (must be an independent non-executive Director) shall attend the annual general meeting of the Company, respond the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

6. Duties and Powers

The Nomination Committee shall have the following duties and powers:

6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

6.2 to identify individuals suitably qualified to become the Directors and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

6.3 to assess the independence of independent non-executive Directors;

6.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular the chairperson or and the chief executive officer);

6.5 to review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its review results in the annual report of the Company annually; and

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

(I) 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;

(II) if the proposed independent non-executive Director will be the director of their seventh (or more) listed company, why the Board believes the individual would still be able to devote sufficient time to the Board;

(III) the perspectives, skills and experience that the individual can bring to the Board; and

(IV) how the individual contributes to the diversity of the Board.

7. Reporting and Records

7.1 The Nomination Committee shall report to the Board after each of its meetings.

7.2 Minutes of the Nomination Committee shall be kept and be signed by the members present at the meeting. Members present at such meetings are entitled to require his/her speech at meetings to be explicitly recorded in minutes. The minutes shall be kept by the secretary of the Board. The resolutions passed at the meetings of the Nomination Committee and the voting results shall be reported to the Board in writing. Minutes shall be open for inspection at any reasonable time on reasonable notice by any Director. Draft and final versions of the minutes shall be sent to all Directors successively for their comments and records, within a reasonable time after the meeting.

8. Authority

8.1 The Nomination Committee is authorized by the Board to request the employees of the Company to provide any data within the scope of its duties.

8.2 The Nomination Committee shall have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Nomination Committee.

Note: the independent professional advice can be sought via the chief financial officer or the Joint Company Secretary.

8.3 The Company shall provide the Nomination Committee with sufficient resources to perform its duties.