KEYTOP PARKING INC.
廈門科拓通訊技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2272)

NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

TERMS OF REFERENCE

Chapter 1 General Provisions

Article 1 To regulate the appointment of directors and senior management, optimize the composition of the board of directors and senior management, as well as improve the corporate governance structure of Keytop Parking Inc. (the "**Company**"), the Nomination Committee (the "**Committee**") under the board of directors (the "**Board**") of the Company is established with the Terms of Reference for the Nomination Committee of the Board of Keytop Parking Inc. (the "**Terms**") in accordance with the Company Law of the People's Republic of China and other relevant laws, administrative regulations and normative documents (the "**National Laws and Regulations**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the articles of association of Keytop Parking Inc. (the "**Articles of Association**").

Article 2 The Committee is a special body under the Board and is mainly responsible for formulating the criteria and procedures for the selection of directors and senior management, screening and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

(I) nomination, appointment or removal of directors;

(II) appointment or dismissal of senior management;

(III) other matters as prescribed by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and the Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the Nomination Committee's opinions and the specific reasons for not adopting them in the Board resolutions and disclose the same.

Article 3 The term "directors" defined in the Terms refers to all directors of the Company, and "senior management" refers to the general manager, deputy general manager, the secretary to the Board, the person in charge of finance, as well as other senior management personnel as provided under the Articles of Association, all of whom are appointed by the Board.

Article 4 The Committee shall be accountable to and report to the Board.

Article 5 The Terms shall apply to the Committee and the persons and departments involved.

Chapter 2 Composition of the Committee

Article 6 The Committee shall consist of at least three directors, with a majority of them being independent non-executive directors, and shall include at least one director of a different gender.

Article 7 Members of the Committee shall be nominated by the chairman of the Board, half or more of the independent non-executive directors or one-third or more of all directors and shall be elected by the Board upon approval by over half of the directors.

Article 8 The Committee shall have a chairman, whose office shall be held by the chairman of the Board or an independent non-executive director. The chairman shall be nominated by the chairman of the Board and appointed upon the Board's approval.

Article 9 The term of office of the Committee shall be the same as that of the Board, and the term of office of a Committee member shall be the same as that of a director. Committee members may be re-elected upon expiration of their terms of office. Where any Committee member ceases to be a director of the Company or any member who is an independent non-executive director no longer meets relevant independence requirements as set out in the Hong Kong Listing Rules during his/her term of office, his/her membership in the Committee shall terminate automatically, and the vacancy shall be filled by a person elected by the Board in accordance with the Terms.

Article 10 A member of the Committee may tender his/her resignation to the Board prior to the expiration of his/her term of office. Such resignation report shall specify the reasons for the resignation and any matters that need to be brought to the attention of the Board. If the number of members of the Committee falls below the minimum number as required by the Terms, the resigning member shall continue to perform his/her duties until a new member is appointed by the Board to fill the vacancy.

Article 11 The members of the Committee may be changed during their terms of office, where such a change is proposed by the chairman of the Board and approved by the Board after discussion.

Article 12 Where the composition of the Committee fails to satisfy the requirements specified in the Terms, the Board shall, according to the Hong Kong Listing Rules, immediately state details and reasons of failure to satisfy the relevant requirements by announcement, and shall reasonably endeavor to fill the vacancy in a timely manner (in

any case, within three months from the date on which the relevant requirements fail to be satisfied) according to the Terms. The term of office of the replacement member shall terminate at the end of his/her term of office as a director.

Article 13 With the coordination of the office of the Board, the human resources department of the Company shall act as the executive body of the Committee to provide support and services to the Committee's work and shall perform duties assigned by the Committee.

Chapter 3 Responsibilities of the Committee and Its Members

Article 14 The Committee primarily assumes the following responsibilities:

(I) to review the structure, size, composition and relevant qualifications (including skills, knowledge, expertise and experience) of the Board at least annually, assist the Board in preparing the Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(II) to identify individuals suitably qualified to become members of the Board (including whether the individuals can bring views, perspectives, skills, and experience to the Board, and whether the individuals can contribute to the diversity of the Board members), and make recommendations to the Board on the selection of individuals nominated for directorships;

(III) to review the independence of the independent non-executive directors of the Company;

(IV) to assess the number of directorships in other listed companies held by candidates for independent non-executive directors of the Company. Where the candidate will be holding his/her seventh (or more) listed company directorship, the Board has to ensure that the candidate would still be able to devote sufficient time to the Board;

(V) to develop and maintain the policy for the nomination of the directors, including the nomination procedures and the procedures and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to periodically review and disclose (i) the policy and progress made towards achieving the objectives set in the nomination policy and (ii) the assessment of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Hong

Kong Stock Exchange and other significant external time commitments of such Director and other factors or circumstances relevant to the director's character, integrity, independence and experience in the corporate governance report of the Company;

(VI) to develop and maintain a policy concerning the diversity of the Board, and to periodically review and disclose the diversity policy or the summary of the policy in the corporate governance report of the Company;

(VII) to review annually the time required from non-executive directors and independent non-executive directors, applying the performance evaluations to assess whether the non-executive directors and independent non-executive directors are spending enough time in fulfilling their duties;

(VIII) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman of the Board and the chief executive officer. The Committee shall make recommendations on the appointment of directors with due regard to the diversity policy of the Company and in accordance with the challenges and opportunities faced by the Company;

(IX) to support the Company in conducting regular performance evaluation of the Board; and

(X) where the Board intends to submit a proposal to elect an individual as an independent non-executive director at the general meeting, it shall 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 the reason why the Board believes the individual should be elected and why it considers the individual to be independent;

2. Where the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship on the Main Board or GEM of The Hong Kong Stock Exchange, the reasons why the Board is of the view that such candidate can still devote sufficient time to discharge his/her duties as a director;

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

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

Article 15 The chairman of the Committee assumes the following responsibilities:

(I) to convene and preside over meetings of the Committee;

(II) to supervise and examine the performance of the Committee and the implementation of the resolutions of the Committee;

(III) to sign the relevant documents of the Committee;

(IV) to report the work of the Committee to the Board;

(V) to attend the Company's annual general meeting and answer shareholders' questions about the issue in relation to the Committee's duties. Where the chairman of the Committee is unable to attend the annual general meeting, any other member or duly appointed representative shall attend the meeting on his/her behalf;

(VI) to perform other duties as required or delegated by the National Laws and Regulations, the Hong Kong Listing Rules, the Terms and the Board.

Article 16 A member of the Committee primarily assumes the following responsibilities:

(I) to attend meetings of the Committee punctually, express opinions on the matters discussed and exercise voting rights at the meetings;

(II) to submit proposals for discussion at the meetings of the Committee;

(III) to attend or observe relevant meetings of the Company, conduct studies and research, and obtain reports, documents, materials and other relevant information necessary for the performance of his/her responsibilities;

(IV) to fully understand the responsibilities of the Committee and his/her role as a member of the Committee, and be familiar with the Company's operation and management, business activities and development related to his/her responsibilities to ensure his/her capability for the performance of responsibilities;

(V) to ensure that he/she has devoted sufficient time and attention to fulfil his/her responsibilities;

(VI) to perform other functions and powers as granted by the National Laws and Regulations, the Hong Kong Listing Rules, the Terms and the Board.

Article 17 The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional opinions while performing its responsibilities, the cost of which shall be borne by the Company.

Article 18 The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Chapter 4 Working Procedures of the Committee

Article 19 Procedures for the selection and appointment of directors and senior management:

(I) The Committee shall actively communicate with the Company's departments to assess the Company's needs for new directors and senior management, and prepare written materials;

(II) The Committee may conduct a broad search for candidates for directors and senior management within the Company, its controlled (invested) enterprises, the talent market, etc.;

(III) The Committee shall compile written materials on the shortlisted candidates, including their professional and educational background, titles, detailed work experience, and all concurrent positions held;

(IV) The Committee shall obtain the consent of the nominated individuals to the nomination; otherwise, they cannot be considered as candidates for directors or senior management;

(V) The Committee shall convene meetings to review the qualifications of shortlisted candidates in accordance with the requirements for directors and senior management positions;

(VI) Prior to the election of new directors and the appointment of new senior management, the Committee shall submit recommendations and relevant materials regarding the director candidates and proposed senior management appointments to the Board;

(VII) The Committee shall carry out other follow-up work in accordance with the Board's decisions and feedback.

Chapter 5 Meetings of the Committee

Article 20 Meetings of the Committee shall be classified as regular meetings and extraordinary meetings.

Article 21 The Committee shall hold at least one regular meeting every year, and the notice shall be served on all members three days prior to such meeting.

Article 22 The Committee may convene extraordinary meetings when necessary. The chairman of the Committee shall issue a written notice to convene a meeting within three days from the date of the actual occurrence of any of the following circumstances:

(I) where the Board deems it necessary;

(II) where the chairman of the Committee deems it necessary;

(III) where it is proposed by two or more members of the Committee.

Article 23 The executive body of the Committee shall serve the notice of the meeting in writing (via email, SMS, or other electronic means) on each of members of the Committee and relevant persons being invited to attend the meeting as observers three days prior to the date of the meeting (except in special circumstances where the requirement of prior notice is exempted, provided that the chairperson of the meeting shall explain at the meeting). The notice of the meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person of the meeting and other relevant information.

Article 24 Upon receipt of the notice of the meeting, all members of the Committee shall promptly provide confirmation and replies with relevant information (including but not limited to the confirmation of attendance and itinerary arrangements) through appropriate means.

Article 25 The quorum for a Committee meeting shall be two-thirds or more of the Committee members.

Article 26 All members of the Committee shall attend the meeting in person. Where a member is unable to attend the meeting in person for any reason, such member shall, by signing and submitting a proxy form, authorize another member of the Committee to attend and express opinions at the meeting on his/her behalf. Such proxy form shall expressly state the scope and term of the authorization. Each member may appoint only one other member as his/her proxy to exercise the voting right on his/her behalf for each meeting. Where a member authorizes two or more members to exercise the voting right on his/her behalf, such authorization shall be invalid. In addition, a member shall not accept any such authorization from two or more members concurrently.

The members attending a meeting on behalf of another member shall exercise the rights within the scope of authorization. Where a member does not attend a meeting in person or authorize another member of the Committee to exercise the rights on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting his/her opinions in writing with respect to any matter on the meeting agenda, provided that such written opinions shall be submitted to the executive body of the Committee in any event no later than the commencement of the meeting.

Article 27 Where a member fails to attend meetings of the Committee in person or authorize another member to attend such meetings on his/her behalf, nor does he/she submit any opinion in writing prior to the meetings on two consecutive occasions, or where such member fails to attend in person at least three-fourths of all meetings of the Committee held within a year, such member shall be deemed incapable of performing the duties of the Committee, and the Board may replace him/her in accordance with the Terms.

Article 28 Meetings shall be presided over by the chairman of the Committee, who may appoint another member of the Committee to act on his/her behalf when he/she is unable to attend the meeting. If the chairman of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the same to the Board, and the Board shall appoint another member who is an independent non-executive director to perform the duties of the chairman of the Committee.

Chapter 6 Procedures of Meetings

Article 29 Each member of the Committee shall have one vote. A resolution of the meeting shall be approved by over half of the votes of all members. Where the meeting fails to reach a valid resolution due to the recusal of any member, the relevant matter shall be considered and reviewed directly by the Board.

Article 30 Meetings of the Committee shall be held by way of on-site meeting, video conference or teleconference in principle. Should it be impracticable to hold an on-site meeting, video conference or teleconference in case of emergency, force majeure or other special circumstances, a meeting may be held by means of written communication. Where a meeting is conducted by means of written communication, the members of the Committee shall submit to the Board their written opinions with respect to the matters to be discussed within the period specified in the notice of the meeting.

Article 31 Voting at the meetings of the Committee shall be conducted by a show of hands or by poll. Where any member cannot sign the resolutions from a teleconference or video conference in real time, he/she may first express his/her opinions orally and

provide his/her written signature to that effect as soon as possible, provided that there is no discrepancy between the opinions expressed orally during the meeting and those later signed in writing.

Article 32 All matters on the agenda shall be deliberated during the meeting of the Committee, and the members of the Committee shall explicitly, independently and fully express their opinions based on their own judgement. Any disagreement shall be recorded in the meeting minutes to be presented to the Board.

Article 33 The Committee may invite directors, relevant senior management, relevant experts of the Company or external experts, scholars, intermediaries and relevant persons to attend the meeting as observers. Those invited observers shall give explanations and elaborations on any matters as requested by any member of the Committee.

Article 34 Where it deems necessary, the Committee may, upon approval of the Board, seek professional advice from external professionals or organizations. Any reasonable cost so incurred shall be borne by the Company.

Article 35 The procedures for convening meetings, voting methods and the resolutions approved at the meetings of the Committee shall comply with the National Laws and regulations, the Hong Kong Listing Rules, the Articles of Association and the Terms.

Article 36 If a member of the Committee has an interest in any matter being considered by the Committee, such member shall recuse himself/herself.

Article 37 All persons attending the meetings of the Committee shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

Chapter 7 Minutes and Summary of the Committee Meetings

Article 38 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the executive body of the Committee and shall contain the following information:

(I) serial number, form, date and venue of the meeting and name of the person presiding of the meeting;

(II) attendance and absence of members in person and by proxy;

(III) name and title of each attendee;

(IV) agenda of the meeting;

(V) main points made by the members and other relevant attendees;

(VI) name of the minutes taker;

(VII) recusal of any interested member (if any) shall be specified in the minutes or the relevant resolutions.

All members of the Committee present at the meeting shall sign the minutes, which shall be delivered to all members of the Committee within a reasonable period of time after the meeting for their comments.

Article 39 After each meeting of the Committee, the executive body of the Committee shall be responsible for preparing the meeting summary of the Committee according to the considerations and discussions of the meeting.

Copies of the meeting summary shall be submitted to the Board and sent to all members of the Committee, the Board secretary, the human resource department of the Company and other relevant departments and persons.

Article 40 The minutes of meetings, meeting summary, proxy forms, written opinions of the members and other materials of meetings of the Committee shall be kept by the office of the Board in accordance with relevant requirements.

Chapter 8 Supplementary Provisions

Article 41 Unless otherwise stated, terms used in the Terms shall have the same meanings ascribed to them in the Articles of Association.

Article 42 The terms "**or more**" and "**within**" as referred to in the Terms include the given figure, and the term "**over**" does not include the given figure.

Article 43 For any matter not covered in the Terms, or in the event of any contradiction with any national laws, administrative regulations, normative documents, relevant regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended under lawful procedures promulgated after the Terms become effective, such laws, administrative regulations, normative documents, relevant regulatory rules of the listing place where the Company's shares are listed and the Articles of Association shall prevail.

Article 44 The Terms have been considered and approved by the Board and shall become effective and applicable from the date of listing of the overseas listed foreign shares (H shares) issued by the Company on The Stock Exchange of Hong Kong Limited.

Article 45 The rights of interpretation and amendment of the Terms shall be vested in the Board.

Article 46 The Terms are available in both Chinese and English. In case of any discrepancy, the Chinese version shall prevail.

Keytop Parking Inc.