



Baige Online Digital Technology Co., Ltd.

白鴿在線(廈門)數字科技股份有限公司

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

(Stock Code: 2672)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter 1 General Provisions

- Article 1** In order to standardize the selection and appointment of Directors, the general manager and other senior management members of Baige Online Digital Technology Co., Ltd. (the “**Company**”), optimize the composition of the Board of Directors and enhance corporate governance structure, in accordance with the Company Law of the People's Republic of China (the “**Company law**”), the Securities 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**”) and the Articles of Association of Baige Online Digital Technology Co., Ltd. (the “**Articles of Association**”), the Board of the Company has established the Nomination Committee and formulated these Terms of Reference.
- Article 2** The Nomination Committee is a specialized working established by the Board of Directors, and is principally responsible for drafting the selection criteria and procedures for the Directors, the general manager and other senior management of the Company, extensively searching for candidates, reviewing the candidates and putting forward recommendations.

Chapter 2 Composition

- Article 3** The Nomination Committee shall consist of three Directors, with the majority of the members being independent non-executive Directors and at least one member be of a different gender.
- Article 4** Members of the Nomination Committee shall be nominated by the Chairman of the Board, more than half of independent non-executive Directors or one-third of all Directors, and shall be elected by the Board of Directors.
- Article 5** The Nomination Committee shall have a chairman (convener), who shall be the chairman of the Board or an independent non-executive director, and shall be responsible for presiding over the work of the Nomination Committee. The convener shall be elected by more than half of the members and be approved by the Board of Directors.
- Article 6** The term of office of the Nomination Committee shall be consistent with that of the Board of Directors. Members of the Committee shall be eligible for re-election upon the expiration of their term of office. During the term of office, if any committee member ceases to be a director of the Company, his/her membership in the Committee shall lapse automatically, and the Nomination Committee shall fill the vacancy in accordance with the provisions of Articles 3 to 5 in the above.

Where the number of members of the Nomination Committee is less than two-thirds of the required number due to the resignation or dismissal of members or other reasons, the Board of the Company should convene a meeting to elect new members as soon as possible. Before the number of members of the Nomination Committee reaches two-thirds of the required number, the Nomination Committee shall suspend the exercise of the powers provided in these Terms of Reference.

Article 7 During the term of office of a member, the Board of Directors shall not remove him/her from office without cause.

Members of the Nomination Committee who have neither attended the meeting in person nor appointed another member to attend the meeting on their behalf are considered to be absent from the relevant meeting. Members who are absent from the meeting for two consecutive times are considered to be unable to perform their responsibilities and powers properly and the Board may remove such members.

Chapter 3 Responsibilities and Authorities

Article 8 The main responsibilities and authorities of the Nomination Committee are:

- (I) to review the structure, number and composition (including skills, knowledge, experience and diversity) of the Board at least annually, make recommendations to the Board of Directors in terms of the size and composition of the Board in light of the Company's operating activities, asset size and shareholding structure, and to make recommendations on any proposed changes to the Board of Directors to align with the strategy of the Company;
- (II) to study the selection criteria and procedures for Directors, supervisors and senior management and make recommendations to the Board of Directors;
- (III) to search extensively for qualified candidates for Directors and general manager, receive and organize resolutions regarding the nomination of Directors, supervisors and senior management put forward by the Board of Directors, the supervisory committee and the shareholders who individually or jointly hold 3% or more of the total outstanding voting shares of the Company and the resolutions regarding the nomination of independent non-executive Directors put forward by the shareholders who individually or jointly hold 1% or more of the total outstanding voting shares of the Company;
- (IV) to review the qualifications of candidates for Directors and general manager and make recommendations to the Board of Directors;

- (V) to review the qualifications of candidates for other senior management personnel such as the deputy general manager, the secretary of the Board of Directors and the chief financial officer who require the resolution of the Board of Directors and make recommendations thereon;
- (VI) to make recommendations to the Board on the arrangement for cumulative voting system;
- (VII) to assess the independence of independent non-executive Directors, review the time commitment required of non-executive Directors (including independent non-executive Directors) once a year, and assess whether non-executive Directors (including independent non-executive Directors) have spent enough time on their duties through performance appraisal;
- (VIII) to make recommendations to the Board on the appointment or re-appointment of and the succession planning of Directors (especially the chairman of the Board and the president);
- (IV) 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 disclose the review results in the annual report of the Company every year;
- (X) Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - (a) the process used for identifying the individual and why the Board believes the individual and the reasons why it considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company Directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.
- (XI) to support the Company’s regular evaluation of the Board’s performance; and
- (XII) to deal with other matters as authorized by the Board.

Article 9 After considering the matters set out in the previous article hereof, the Nomination Committee shall form a resolution at the meeting of the Nomination Committee, and submit it to the Board of the Company along with relevant resolutions for consideration and approval.

The Board shall fully respect the resolutions made by the Nomination Committee on the candidates for Directors and the general manager, and shall not set aside the candidates for Directors and the general manager proposed by the Nomination Committee without good reasons or reliable evidence.

Article 10 The relevant departments of the Company shall cooperate with the Nomination Committee when performing its duties at the cost of the Company.

Chapter 4 Notice and Convening of Meetings

Article 11 Meetings of the Nomination Committee are convened in a regular or irregular manner as required by the work. The convening of the meeting should be notified to all committee members by the convener three days in advance through personal delivery, fax, email, mail or other means. But in urgent cases, such notice may be given at any time.

Article 12 Members of the Nomination Committee may attend the meetings in person or by appointing another member to attend the meeting and exercise the voting right on their behalf. Members of the Nomination Committee who appoint another member to attend the meeting and exercise voting right on their behalf shall submit a power of attorney to the chairman of the meeting. The power of attorney shall be submitted to the chairman of the meeting no later than the voting of the meeting.

Article 13 The convener shall convene and preside over the meetings. In the event that the convener is unable or fails to perform his duties, another independent non-executive Director shall preside over the meetings.

Article 14 Meetings of the Nomination Committee shall be held only with the presence of more than two thirds of its members. Each member shall be entitled to one vote. Resolutions of a meeting must be adopted by the affirmative votes of more than half of all members.

Article 15 Meetings of the Nomination Committee may be convened by way of on-site meetings or by means of communications. In case of a meeting voting by means of communications, members of the Nomination Committee signing on the resolutions of meetings shall be considered to be present at such meetings and agree with such resolutions.

Article 16 The Nomination Committee may invite other Directors, supervisors and senior management members of the Company to attend such meetings if necessary.

- Article 17** Where necessary, the Nomination Committee may engage an intermediary institution to provide professional advice on its decision-making, at the cost of the Company.
- Article 18** The procedures for convening the meetings, means of voting and resolutions passed at the meeting of the Nomination Committee shall comply with relevant laws, regulations, the Articles of Association of the Company and provisions of these Terms of Reference.
- Article 19** Minutes of meetings of the Nomination Committee shall be prepared, on which members present at the meeting shall sign. Minutes of the meetings shall be kept by the secretary to the Board. During the existence of the Company, the minutes shall be kept for no less than ten years.
- Article 20** Resolutions and poll results adopted at the meetings of the Nomination Committee shall be reported to the Company's Board of Directors in writing, and such resolutions shall be submitted to the Board of the Company for consideration and approval.
- Article 21** Members and others attending the meeting shall keep confidential all matters discussed at the meeting. Unauthorized disclosure of the relevant information shall be prohibited.
- Article 22** If a member of the Nomination Committee is interested directly or indirectly in any resolution to be discussed at the meeting, the interested member shall abstain. After the abstaining of the interested member, if the number of members present at the meeting is less than the quorum under these rules of procedures, all members (including the interested member) shall resolve on the procedural issues such as the submission of such resolutions to the Board for consideration, and the Board of the Company shall consider such resolutions.
- Article 23** The minutes of meetings of the Nomination Committee and the resolutions passed at the meetings shall clearly state circumstances such as the reasons why the interested member was not counted in the quorum and did not participate in voting.

Chapter 5 Procedures for Decision Making

- Article 24** The selection process of Directors and general manager is as follows:
- (I) The Nomination Committee should actively communicate with relevant departments and study the Company's demand for Directors and general manager, and formulate written materials;
 - (II) The Nomination Committee may search extensively for candidates for Directors and general manager from the Company, its holding (associate) enterprises and the human resources market;

- (III) Gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;
- (IV) Seek the nominees' consent for nomination; otherwise, the nominees cannot be the candidates for Directors or general manager;
- (V) Convene a Nomination Committee meeting to review the qualifications of the candidates on the criteria for Directors and general manager;
- (VI) Make suggestion to the Board regarding the candidates for Directors and general manager and submit the relevant information to the Board one to two months prior to the election of new Directors and appointment of new general manager;
- (VII) Complete other follow-up work according to the decision and feedback from the Board.

Chapter 6 Work Evaluation

Article 25 While a member of the Nomination Committee is not in session, its members may keep necessary tracking on performance of the Directors and senior management of the Company, and relevant departments of the Company shall actively cooperate therewith by promptly providing information required by them.

Article 26 Members of the Nomination Committee have the right to access the following:

- (I) the Company's regular reports;
- (II) the Company's public announcements;
- (III) resolutions and minutes of the Company's shareholders' meetings, meetings of the Board of Directors, supervisory committee's meetings and general managers' meetings;
- (IV) other necessary information as determined by the members of the Nomination Committee.

Article 27 Members of the Nomination Committee may raise questions on any issue with the Company's Directors and senior management, and they shall answer such questions.

Article 28 Members of the Nomination Committee may, based on the information known and available to them, evaluate the work of the Directors and senior management of the Company in the preceding year.

Article 29 Members of the Nomination Committee shall maintain confidentiality of any information they learn about the Company before the same are made public.

Chapter 7 Addendum

Article 30 Matters not covered by these Terms of Reference shall be implemented in accordance with the provisions of relevant laws, regulations, regulatory documents, the Listing Rules and the Articles of Association.

Article 31 These Terms of Reference shall come into effect as of the date when the resolutions of the Board is passed and the Company's publicly issued H shares are listed and traded on the main board of the Stock Exchange of Hong Kong Limited.

In case of any contradiction between these Terms of Reference and the laws, regulations, regulatory documents to be promulgated by the State in future, the Listing Rules or the amended Articles of Association through legal procedures, the provisions of such laws, regulations, regulatory documents, the Listing Rules and the Articles of Association shall prevail, and the Terms of Reference shall be revised accordingly and submitted to the Board of Directors for consideration and approval.

Article 32 The right to interpret the Terms of Reference belongs to the Board of Directors of the Company.