Suzhou Denglin Technology Co., Ltd.
蘇州登臨科技股份有限公司

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

(Stock Code: 9917)

(hereafter, the "**Company**")

Nomination Committee — Terms of Reference

1. Members

1.1 The nomination committee of the Company (the "**Nomination Committee**") must be established by the board of directors of the Company (the "**Board**") and it must comprise a minimum of three members and a majority of independent non-executive directors, and at least one member of which is a director of a different gender. Members of the Nomination Committee shall be nominated either by the chairperson of the Board, the majority of the independent non-executive directors or over one-third of the directors, and elected by the Board.

1.2 The Nomination Committee must be chaired by the chairperson of the Board or an independent non-executive director within the Nomination Committee, who shall be elected by the members of the Nomination Committee and appointed by the Board.

1.3 The terms of appointment of the Nomination Committee members should be determined by the Board at the appointment date and shall not exceed the member's tenure as a director.

2. Secretary(ies) of the Nomination Committee

2.1 The company secretary(ies) of the Company shall act as the secretary(ies) of 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(ies) of the Nomination Committee.

3. Meetings

3.1 Any member or the secretary(ies) of the Nomination Committee can call for a meeting.

3.2 Notice of at least 3 days prior to the meeting 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 the members of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

3.3 The quorum necessary for the transaction of business of the Nomination Committee shall be more than half of the members of the Nomination Committee, at least one of whom must be an independent non-executive director.

3.4 Meetings can be attended in person or via electronic means including telephone or video conferencing. The members of the Nomination Committee can attend the meetings via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

3.5 Resolutions of the Nomination Committee shall be passed, in the case of a meeting, by more than half of all the members of the Nomination Committee.

3.6 A resolution passed and signed by all members of Nomination Committee is valid, and the validity is the same as any resolution passed in the meeting held.

3.7 Full minutes of Nomination Committee meeting should be kept by a duly appointed secretary(ies) of the Nomination Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Nomination Committee 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 general manager or the chief executive officer, other senior staff members responsible for the human resources function, 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 a meeting of the Nomination Committee.

5. Annual General Meetings

5.1 The chairperson of Nomination Committee or (if absent) the other member of Nomination Committee (must be an independent non-executive director) should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee at such meetings.

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, 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;

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

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 and the chief executive officer);

6.5 to support the Company's regular evaluation of the Board's performance;

6.6 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;

6.7 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 (i) 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; (ii) 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; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board;

6.8 Performing the Company's corporate governance functions

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

6.8.2 to review and monitor the training and continuous professional development of directors and senior management of the Company;

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

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

6.8.5 review the Company's compliance with the corporate governance code as set forth in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the corporate governance report of the Company; and

6.8.6 to review the implementation and effectiveness of the Company's mechanism(s) to ensure independent views and input are available to the Board.

7. Reporting

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

8. Authority

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

8.2 The Nomination Committee should 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 company secretary of the Company.

8.3 The Nomination Committee should be provided with sufficient resources to perform its duties.