

BEIJING CAPITAL JUDA LIMITED

(首創鉅大有限公司)

(incorporated in the Cayman Islands with limited liability)

**TERMS OF REFERENCE OF
THE NOMINATION COMMITTEE**

**(Adopted on 14 March 2012, revised on 14 June 2013 and
28 December 2016)**

BEIJING CAPITAL JUDA LIMITED

Terms of Reference of the Nomination Committee (adopted on 14 March 2012, revised on 14 June 2013 and 28 December 2016)

In these terms of reference, the following terms have the following meanings:

Affiliate means, with respect to any Person, another Person that directly or indirectly, through one or more intermediaries, Controls, is Controlled by, or is under common Control with, such first Person;

Articles means the articles of association (or equivalent documents) of the Company as amended from time to time;

Board means the Board of Directors;

Board Approval means, with respect to any matter presented to the Board, the approval by a majority of the Directors present at a duly called Board meeting at which a quorum is present or by written resolution(s) signed by all Directors;

Committee means the nomination committee of the Company;

Company means Beijing Capital Juda Limited;

Control means possession, directly or indirectly, of the power to direct or cause the direction of the operations and management or policies of a Person, whether through the ownership of voting securities, by contract or otherwise, and Controlled, Controls and Controller shall be construed accordingly;

Director means a director of the Company from time to time;

Governmental Authority means any governmental, regulatory or supervisory body or court or arbitral tribunal of competent jurisdiction;

Law means any foreign, national, supranational, federal, state, municipal or local law (including common law), statute, rule, code, policy, directive, standard, license, treaty, regulation or ordinance or any order or permit of, or any settlement agreement entered into with, a Governmental Authority;

Listing Rules means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and

Person means an individual, firm, corporation, partnership, association, limited liability company, trust or estate or any other entity or organization whether or not having separate legal existence, including any Governmental Authority.

Formation

1. The Committee was formed pursuant to the board resolution of the Company passed on 14 March 2012 and is a committee of the Board.

Composition and quorum

2. The Committee comprises five Directors.
3. The Committee should be chaired by the chairman of the Board or an independent non-executive Director. A majority of the Committee members should be independent non-executive Directors.
4. The quorum for a meeting of the Committee shall be two members.

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5. The company secretary of the Company will be the secretary of the Committee or in his/her absence, his/her representative or any one member of the Committee, shall be the secretary of the meetings of the Committee.

Proceedings of meetings

6. The provisions of the Articles regulating the meetings and proceedings of the meetings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference will *mutatis mutandis* apply to regulate the meetings and the proceedings of the meetings of the Committee.

Authority

7. The Committee is authorised by the Board with the objective to ensure a fair and transparent process of the Board appointments, in particular to assist the Board to identify suitable candidates and make recommendations for consideration by the Board and the shareholders of the Company.
8. The Committee will report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
9. The Company will provide the Committee with sufficient resources to discharge its duties.
10. The Committee is authorised to obtain independent advice or assistance from any person, including professional consultants, whom it regards as competent to give such advice or assistance, at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Committee has sole authority to approve related fees and retention terms.
11. The Committee may delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Company.

Duties

12. The duties of the Committee include the following aspects:-
- (a) 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;
 - (b) to formulate a policy of selection and nomination of directors and the procedures for the sourcing of suitably qualified directors for consideration of the Board and implement such policy and procedures once approved;
 - (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships based on merit and having due regard to the benefits of diversity on the Board, including gender, age, cultural and educational background, professional experience and other qualities;
 - (d) to ensure sufficient biographical details of nominated candidates are provided to the Board and shareholders to enable them to make a decision regarding selection of the Board members;
 - (e) to assess the independence of the independent non-executive directors of the Company;
 - (f) to make recommendations to the Board on the appointment or re-appointment of both executive and non-executive directors (including re-election by the shareholders of directors by rotation) and succession planning for directors, in particular, the chairman and the chief executive taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
 - (g) to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business, and in that regard, the Committee should assist the Board to

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establish a policy concerning diversity of Board members, and such policy or a summary of the policy (if any) shall be disclosed in the Company's corporate governance report in the annual report;

- (h) to do any such things to enable the Committee to discharge its duties conferred on it by the Board from time to time; and
- (i) to conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the listing rules of the Stock Exchange or the applicable laws.

Reporting procedures

- 13. All decisions or recommendations of the Committee will be referred to the Board and will take effect only upon receipt of Board Approval.
- 14. The secretary of the Committee will keep full minutes of all Committee meetings. Minutes of Committee meetings will record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed. Draft and final versions of minutes of Committee meetings will be sent to all members of the Committee for their comment and record respectively, in each case within a reasonable time after the meeting. The secretary will also circulate the minutes of meetings, reports and all written resolutions of the Committee to all members of the Board.

Powers of the Board

- 15. The Board may, subject to compliance with the Articles and the Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee would invalidate any prior act and resolution of the Committee which would have been valid if these terms of reference or resolution had not been amended or revoked.

Publication of these terms of reference

- 16. A copy of these terms of reference will be made available by posting on the website of The Stock Exchange of Hong Kong Limited and the Company's website.