China Ludao Technology Company Limited

中國綠島科技有限公司

(the "Company")

(incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(Adopted by the Company on 16 September 2013)

1. MEMBERSHIP

1.1 Members of the Nomination Committee shall be appointed by the board of directors (the "Board") of the Company.

1.2 The majority of the members of the Nomination Committee shall be independent non-executive directors ("INEDs").

2. CHAIRMAN

2.1 The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

3. SECRETARY

3.1 The company secretary of the Company ("Company Secretary") shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

4. PROCEEDINGS OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company's

Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

4.1 Quorum

4.1.1 The quorum for meetings of the Nomination Committee shall be any two members (at least one of whom should be an INED).

4.2 Frequency of meetings

4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 The other directors, Company Secretary (or his/her delegate(s)), human resources officer and relevant senior management and persons(s) invited by a Nomination Committee member may attend meetings of the Nomination Committee from time to time where the Nomination Committee considers their presence necessary or appropriate to assist the Nomination Committee to perform its duties.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members through the Company Secretary.

4.4.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, and to any other person required to attend:

(a) in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and

(b) in relation to all other meetings of the Nomination Committee, within a reasonable time prior to the date of the meeting.

4.4.3 Supporting papers shall be sent to the Nomination Committee members and to other attendees as appropriate, at the same time.

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records within a reasonable time after the meeting.

4.5.2 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), written resolution may be passed and adopted by all members of the Nomination Committee.

5. RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

5.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Listing Rules (as amended from time to time).

5.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include the following:

(a) To review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) 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 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

(c) To assess the independence of INEDs.

(d) To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties and shall have access, at the Company's expense, to independent professional advice if necessary.

5.4 All members of the Nomination Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

6. REPORTING RESPONSIBILITIES

6.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their

ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. ANNUAL GENERAL MEETING

7.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

8. AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS

8.1 The Nomination Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers to the Board for approval.

8.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Nomination Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.

8.3 The Nomination Committee shall make available these terms by publishing them on the websites of the Stock Exchange of Hong Kong Limited and the Company.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.