

Fibocom Wireless Inc.

**TERMS OF REFERENCE OF THE NOMINATION
COMMITTEE OF THE BOARD**

Fibocom Wireless Inc.

Terms of Reference of the Nomination Committee of the Board

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the appointment of directors and senior management of the Company, optimize the composition of the Board and enhance its corporate governance structure, the Company has established the Nomination Committee of the Board and formulated these terms of reference in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the “**Articles of Association**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.

Article 2 The Nomination Committee of the Board is a specialized working body established by the Board, which is mainly responsible for the selection, criteria formulation and procedure regulation of directors and senior management of the Company and making recommendations therefor.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall consist of three directors, with a majority of whom shall be independent directors, which shall be two.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman of the Board, more than half of the independent directors, or one third of all directors, and shall be elected by the Board. The Nomination Committee shall include at least one director of a different gender.

Article 5 The Nomination Committee shall have one convenor, who shall be an independent director and be responsible for presiding over the work of the committee. The convenor shall be nominated by the Chairman of the Board from among the members and shall be appointed upon approval by the Board.

Article 6 The term of office for the Nomination Committee shall be the same as that of the Board. Members may serve consecutive terms if re-elected upon the expiration of their term. If any member ceases to serve as a director of the Company during his/her term, or if a member who is required to be an independent director no longer meets the independence requirements stipulated by the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, he/she shall automatically lose his/her membership qualification. Furthermore, if the resignation of an independent director would result in the proportion of independent directors (including the requirement for at least one director of a different gender) on the Nomination Committee failing to comply with the securities regulatory rules of the place where the Company's shares are listed or the provisions of these terms of reference, the committee shall fill the vacancy in accordance with Articles 3 to 5 above.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The main duties and authorities of the Nomination Committee are:

(I) to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually; assist the Board in preparing a Board skills matrix; and make recommendations to the Board on the size and composition of the Board based on the Company's business activities, asset size and equity structure;

(II) to study the criteria and procedures for the selection of directors and senior management and make recommendations to the Board;

(III) to conduct extensive searches for qualified candidates for directors and senior management;

(IV) to nominate or remove directors, and to review and make recommendations on candidates for directors and senior management;

(V) to formulate and appropriately review the policy on Board diversity, and prepare appropriate disclosures regarding the diversity policy as contained in the corporate governance report;

(VI) to appraise each director's time commitment and contribution to the Board and his/her ability to fulfil his/her duties effectively by taking into account, amongst other things, the director's professional qualifications and work experience, his/her existing directorships of issuers listed on the Main Board or the GEM, and the time commitment involved in the director's other significant external engagements, as well as other factors or circumstances relevant to the director's personality, character, independence and experience;

(VII) to assess the independence of independent non-executive directors;

(VIII) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors, in particular the Chairman of the Board;

(IX) to support the Company in assessing the performance of the Board on a regular basis (at least every two years);

(X) if an independent non-executive director proposed for re-appointment has served for more than 9 years, to explain to the Board why it considers that the director is still independent and should be re-elected, including the factors considered, the process of making the decision and the content of the discussion, which should then be considered and approved by the shareholders in the form of a separate resolution;

(XI) where the Board proposes to elect a candidate as an independent non-executive director, to explain to the Board (a) the process used to identify such candidate, the reasons why it considers that candidate should be elected and the reasons why they consider that candidate to be independent; (b) in the event that the independent non-executive director designate is to become a director of the seventh (or more) issuer listed on the Main Board or the GEM, the reasons for considering that such candidate is available to devote sufficient time to fulfil the responsibilities of a director; (c) the views and perspectives, skills and experience that such candidate can bring to the Board; and (d) how such candidate can contribute to the diversity of the Board, which should then be considered and approved by the shareholders in the form of a separate resolution;

(XII) to review and make recommendations on senior management to be brought before the Board for appointment or dismissal;

(XIII) other matters authorized by the Board and those stipulated by laws and regulations, the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company's shares are listed.

Article 8 The Board shall fully respect the recommendations of the Nomination Committee on the nomination of candidates for directors and senior management, and shall not set aside the candidates for directors and senior management nominated by the Nomination Committee without sufficient reasons or reliable evidence. Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting in the Board resolution and make a disclosure.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 The Nomination Committee shall study the election conditions, selection procedures and terms of office for the Company's directors and senior management in accordance with relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, taking into account the actual circumstances of the Company. After forming a resolution, it shall be filed and submitted to the Board for approval and shall be implemented in compliance with the provisions.

Article 10 Procedures for the selection and appointment of directors and senior management:

(I) the Nomination Committee shall actively communicate with the relevant departments of the Company to study the Company's needs for new directors and senior management;

(II) the Nomination Committee may conduct extensive searches for candidates for directors and senior management within the Company, its holding (participating) companies and the talent market;

(III) to gather information about the preliminary candidate's occupation, education, title, detailed work experience, all part-time jobs, etc.;

(IV) to seek the consent of the nominee to the nomination, otherwise the nominee shall not be considered as a candidate for the position of director or senior management;

(V) to convene a meeting of the Nomination Committee to review the qualifications of the preliminary candidates in accordance with the conditions for the appointment of directors and senior management;

(VI) to submit proposals and relevant materials to the Board on candidates for directors and new senior management one month prior to the election of a new director and the appointment of new senior management;

(VII) to conduct other follow-up work based on the decisions and feedback of the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 11 The Nomination Committee shall hold at least one meeting annually. Except for urgent matters, all members shall be notified five days prior to the date of the meeting. Meetings shall be presided over by the convenor. If the convenor is unable to attend, he/she may authorize another member (who shall be an independent director) to preside.

Article 12 A meeting of the Nomination Committee shall not be held unless more than half of its members are present; each member shall have one vote; and resolutions made at the meeting must be passed by more than half of all the committee members.

Article 13 The voting method for a meeting of the Nomination Committee shall be by a show of hands; interim meetings may be convened by means of communication vote.

Article 14 The Nomination Committee may invite directors, supervisors and other senior management of the Company to observe the meeting if it considers necessary.

Article 15 If necessary, the Nomination Committee may engage an intermediary institution to provide professional advice for its decision-making at the Company's expense.

Article 16 The procedures for convening the meetings of the Nomination Committee, the voting method and the proposals passed at the meetings shall comply with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the provisions of these terms of reference.

Article 17 Meetings of the Nomination Committee shall be recorded and the minutes shall be signed by the members present at the meeting; the minutes shall be kept by the Company's secretary to the Board.

Article 18 The resolutions passed and the voting results of the meetings of the Nomination Committee shall be reported to the Board of the Company in writing. The written documents of the resolutions and the meeting minutes shall be kept by the Company as corporate archives, with a retention period of not less than ten years during the Company's existence.

Article 19 Members attending the meeting are under a duty of confidentiality with respect to the proceedings of the meeting and shall not disclose the relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 20 After being approved by a resolution of the Board, these terms of reference shall come into effect from the date on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange.

Article 21 Matters not covered in these terms of reference shall be implemented in accordance with the relevant national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association. Should these terms of reference conflict with national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association as lawfully amended in the future, the provisions of the relevant national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail, and these terms of reference shall be immediately revised and submitted to the Board for consideration and approval.

Article 22 Capitalized terms used in these terms of reference shall have the same meanings as those used in the Articles of Association unless otherwise required in these terms of reference.

Article 23 These terms of reference shall be interpreted by the Board of the Company.