Liuliumei Co., Ltd.
溜溜梅股份有限公司

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

(Stock code: 6658)

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to standardize the management of Liuliumei Co., Ltd (the "**Company**"), optimize the composition of the Board and improve the corporate governance structure, the Board of the company established the Nomination Committee and formulated these Terms of Reference according to the Company Law of the People's Republic of China (the "**Company Law**"), the Articles of Association of Liuliumei Co., Ltd (the "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and other relevant regulations.

Article 2 The Nomination Committee is a specialized working body established by the Board in accordance with the resolutions of the General Meeting, and is mainly responsible for selecting and making recommendations on the candidates, selection criteria and procedures for directors and managers of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall consist of three directors, and independent directors shall account for more than half. The members of the Nomination Committee shall have at least one director of a different gender.

Article 4 Members of the Nomination Committee shall be elected by the Board.

Article 5 The Nomination Committee shall have a chairman who shall be the Chairman of the Board or an independent non-executive director, and shall be responsible for taking charge of the work of the Committee; the Chairman of the Nomination Committee shall be elected among the members and submitted to the Board for approval.

Article 6 The term of office of the Nomination Committee shall be consistent with that of the Board and each member of the Committee shall be eligible for re-election upon expiry of his/her term of office. If any member ceases to serve as a director of the Company during this period, he/she will automatically lose his/her qualification as a member, and the vacancy shall be filled by the Committee within three months in accordance with the provisions of Article 3 to Article 5 above.

Article 7 If a director is not re-elected in a timely manner upon the expiration of his/her term of office, the director who was a member of the Nomination Committee shall still perform his/her duties in accordance with the provisions of laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these Terms of Reference before the re-elected director takes office.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The major duties and authorities of the Nomination Committee are:

(I) to review the structure, size and composition (including the skills, knowledge and experience) 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 strategies of the Company;

(II) to identify and select individuals suitably qualified to become directors, review candidates for directors and senior management and select or make recommendations to the Board on the selection of individuals nominated for directors;

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

(IV) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer;

(V) to make recommendations to the Board on the size and composition of the Board based on the Company's operating activities, asset size and shareholding structure;

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

(VII) to formulate and maintain a policy on the diversity of the Board and employees, and to review and disclose the policy or a summary of the policy on diversity in the annual report of the Company at least annually;

(VIII) to support the Company's regular evaluation of the Board's performance;

(IX) other matters authorised by the Board.

Article 9 The Nomination Committee is responsible to the Board, and its proposals are submitted to the Board for consideration and decision.

CHAPTER 4 DECISION-MAKING PROCEDURE

Article 10 The Nomination Committee shall, in accordance with the provisions of relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association, and in light of the actual situation of the Company, study the election conditions, selection procedures and term of office of the directors and managers of the Company, form a resolution for the record and submit it to the Board for approval, and comply with the implementation.

Article 11 Procedures for the selection and appointment of directors and managers are as follows:

(I) The Nomination Committee shall actively communicate with relevant departments of the Company to study the demand of the Company for new directors and senior management and to produce the result in writing;

(II) The Nomination Committee may extensively search for candidates for directors and senior management within the Company, its holding (shareholding) enterprises, and from the talent market;

(III) Collect information about the preliminary candidates, including their career background, educational qualifications, professional titles, detailed work experience, and all part-time positions, and compile such information into written materials;

(IV) To seek the consent of the nominee for the nomination, otherwise the nominee cannot be selected as a candidate for directors or senior management;

(V) Convene the meeting of the Nomination Committee to review the qualifications of the primary candidates according to the criteria for directors and senior management;

(VI) One to two months prior to the election of new directors and the appointment of new senior management, submit proposals and relevant materials on candidates for directors and newly appointed senior management to the Board;

(VII) Carry out other follow-up work according to the decision and feedback of the Board.

CHAPTER 5 RULES OF PROCEDURES

Article 12 The meetings of the Nomination Committee are divided into regular meetings and extraordinary meetings. Regular meetings are held at least once a year, and all members are notified three days prior to the meeting. The meeting is presided over by the chairman. If the chairman is unable to attend, he/she may entrust another member (who should be an independent director) to preside over the meeting.

An extraordinary meeting of the Nomination Committee shall be convened when proposed by the Chairman of the Board, the Chairman of the Nomination Committee and two or more members of the Nomination Committee, and the Chairman of the Nomination Committee shall convene and preside over the extraordinary meeting within three days after receiving the proposal. When the chairman is unable to perform his duties or fails to perform his duties, another independent member of the Board shall convene and preside over the meeting.

Article 13 The quorum of the Nomination Committee meeting shall be more than two thirds of its members; each member has one vote; resolutions made at the meeting must be approved by a majority of all members.

Article 14 Voting at the meeting of the Nomination Committee shall be taken by a show of hands or by poll and the voting tickets shall be filled in; extraordinary meetings may be held by means of communication voting.

Article 15 The Nomination Committee may invite other directors, supervisors and senior management of the Company to attend the meeting as non-voting delegates when necessary.

Article 16 The Nomination Committee may engage intermediaries to provide professional advice for its decision-making where necessary, and the expense shall be paid by the Company. The Board should ensure that the Nomination Committee has sufficient resources to fulfil its duties.

Article 17 A member shall refrain from discussions regarding any matter related to such member at a meeting of the Nomination Committee. The meeting of the Nomination Committee can only be held when more than half of the unrelated members attend, and the resolutions passed at the meeting must be approved by more than half of the unrelated members; If the number of unrelated members attending the meeting is less than half of the total number of unrelated members of the Nomination Committee, the matter shall be submitted to the Board for consideration.

Article 18 The convening procedures, voting methods and proposals passed at the meeting of the Nomination Committee must comply with the provisions of relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 19 The meeting of the Nomination Committee shall be arranged by the secretary to the Board of the Company; meeting minutes shall be kept and signed by the members attending the meetings; the meeting minutes shall be kept by the secretary to the Board of the Company for a period of not less than ten years.

Article 20 The proposals and voting results passed at the meeting of the Nomination Committee shall be submitted to the Board of the Company in written form.

Article 21 Members and non-voting attendees attending the meeting shall keep confidential of all matters discussed at the meeting and shall not disclose such information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 22 Matters not covered in these Terms of Reference shall be implemented in accordance with relevant laws, regulations, departmental rules, normative documents, Hong Kong Listing Rules and the Articles of Association. If there is any conflict between these Terms of Reference and the latter, the provisions of the latter shall be implemented.

The terms "above", "within", "at least" and "before" mentioned in these Terms of Reference include this number.

Article 23 The board of the Company is responsible for the interpretation and revision of these Terms of Reference.

Article 24 These Terms of Reference have been reviewed and approved by the Board and will come into effect on the date when the company's initial public offering of overseas listed foreign shares (H shares) is listed and traded on The Stock Exchange of Hong Kong Limited, and the same will be applied when amended.