



Z-Obee Holdings Limited

融達控股有限公司*

(incorporated in Bermuda with limited liability)

(the "Company")

(Stock Code: 948)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Membership

- 1.1 The Committee shall consist of not less than three members appointed by the Company's board ("**Board**") of directors (the "**Directors**") from time to time, with the majority of the members being independent non-executive Directors.
- 1.2 The Board shall designate the chairman of the Board or an independent non-executive Director as the Committee's chairman (the "**Chairman**").
- 1.3 The company secretary of Company or his nominee shall act as the Committee's secretary.

2. Frequency and proceedings of meetings

- 2.1 The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
- 2.2 In addition, the Committee's Chairman may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two Committee members.
- 2.4 Proceedings of the Committee's meetings shall be governed by Clauses 117,118 and 120 of the bye-laws of the Company.

3. Duties, powers and functions

- 3.1 The Committee shall –
 - (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

* For identification purpose only

- (ii) identify and nominate suitably qualified and appropriate candidates to fill casual vacancies of Directors for the Board's approval or make recommendations to the Board on the selection of individual nominated for directorships;
 - (iii) assess the independence of the independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report in the annual report of the Company;
 - (iv) regularly review the time required from a Director to perform his responsibilities;
 - (v) make recommendations to the Board on appointment or re-appointment of Directors and/or relevant matters relating to the succession planning for the Chairman, the chief executive as well as the senior management of the Company;
 - (vi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulations.
- 3.2 The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice at the Company's expense, when necessary.

4. Reporting Procedures

- 4.1 The Committee shall report to the Board on a regular basis on its decisions or recommendations unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).
- 4.2 At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

Note:

Approved and adopted at the Board meeting on 22 June 2018 pursuant to a resolution passed by the Board.