**Zall Smart Commerce Group Ltd.**

**Nomination Policy**

**February 2019**

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1. **Principles**

The Nominating Committee members, the Chief Executive Officer and the Board of Directors will consider the following principles when considering the nomination matters:

(a) Assess the skills required to discharge competently the Board's duties having regard to the Company's performance, financial position and strategic direction;

(b) As and when they consider it appropriate take into account such factors as independence, complexity and size of operations, assess the skills represented on the Board and determine whether those skills meet the skills identified as required;

(c) Have regard to the skills required and the skills already represented on the Board, and

(d) Take account of any succession planning issues or strategies for the ongoing effective performance of the Board as a whole.

**2. Nomination duties and responsibilities of the Committee**

The duties and responsibilities of the Committee in relation to nomination matters are as follows:

(a) Identifying suitable candidates for nomination to the Board and senior management;

(b) Assessing the necessary and desirable competencies of Directors and the Board as a whole;

(c) Assess whether board members have the required competencies；

(d) Establishing processes for the identification of suitable candidates for appointment to the Board as additional members or to succeed existing members;

(e) Reviewing the Board succession plans;

(f) Recommendations for the appointment and re-election of directors to the board of directors;

(g) Making recommendations to the Board on its structure and commitment of Directors;

(h) Making recommendations to the Board on the structure of the Board Committees; and

(i) Making recommendations to the Board on the relevance and effectiveness of the Board Committees.

The Committee may also assist the Remuneration and Performance Committee to establish processes for, and assist in, the review of individual Directors, the Board and Board Committees.

**3. Director nomination procedure**

Subject to the provisions in the Company's By-laws, if the Board recognizes the need for an additional Director or member of senior management:

(a) The Board determines the required skilled set, relevant expertise and experience, having consideration of the current Board composition and size and shareholder structure of the Company;

(b) The Committee and/or Board identifies potential candidates, possibly with assistance from external agencies and/or advisors;

(c) The Company Secretary provides the Board with the biographical details and details of the relationship between the candidate and the company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by law for any candidate for appointment to the Board;

(d) The Board develops a short list of candidates;

(e) In the case of the appointment of an additional independent non-executive Director, the Board obtains all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director;

(f) The Board agrees on a preferred candidate;

(g) The Chairman of the Board approaches the preferred candidate to canvass intention, the time of joining the board and terms of appointment; and

(h) The chairman of the Committee, the Chairman of the Board and the Company Secretary finalize a letter of appointment for Board approval.

In the case of the appointment of independent non-executive Directors, appointments should be for specific terms and re-election subject to the SFC Listing Rules, the HKeX Listing Rules and Company Ordinance.

**4. Re-election of Directors**

In accordance with the provisions of the Company's By-laws, the re-election of a Director is not automatic and will be considered by the Board and members in general meeting.

The Committee may make recommendations to the Board regarding the re-election of Directors.

Non-executive Directors standing for re-election should provide the Committee with details of other commitments and an indication of the time involved, and should specifically advise the Company that they have sufficient time to meet their commitment to the Company.

The Company Secretary will also provide the Board with other information relevant to the re-election of a Director, in particular the term of office served by the Director.  
  
Non-executive Directors should inform the chairman of the Committee, the Chairman of the Board and the Company Secretary before accepting any new appointments as Directors.