



Zall Smart Commerce Group Ltd.

卓爾智聯集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2098)

Nomination Committee — Terms of Reference

1. Member

- 1.1 The nomination committee shall be established by the board of the Company (the “**Board**”) and it shall comprise a majority of independent non-executive directors.
- 1.2 The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director within the nomination committee appointed by the Board.
- 1.3 The term of each appointment to the members of the Nomination Committee shall be determined by the Board upon appointment.

2. Secretary of nomination committee

- 2.1 The company secretary of the Company shall act as the secretary of the nomination committee.
- 2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as secretary of the nomination committee.

3. Meeting

- 3.1 The member of nomination committee can call for a meeting when it is necessary and should meet at least once a year.
- 3.2 Notice of at least 48 hours should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notice period, the attendance of the member of the nomination committee at the meeting would be deemed as the waiver of the

required notice requirement. If a follow up meeting takes place within 48 hours after the meeting, then no notification is required for such follow up meeting.

- 3.3 The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non- executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the nomination committee shall be passed by a majority of votes of the members in attendance.
- 3.6 A resolution passed and signed by all members of nomination committee is valid, and the validity is same as any resolution passed at the meeting held.
- 3.7 Full minutes of nomination committee meeting shall be kept by the secretary of the nomination committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the nomination committee, the chairman of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the member of the nomination committee can vote in the meeting.

5. Annual General Meetings

- 5.1 The chairman of the nomination committee or (if absence) another member of the nomination committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company, and be prepared to respond to the shareholders questions on the activities and responsibilities of the nomination committee.

6. Duties and Powers

The nomination committee shall have the following duties and powers:

- 6.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 assess the independence of independent non-executive directors;
- 6.4 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;
- 6.5 develop and maintain a policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy and to review the progress on achieving the objectives; and to make disclosure of the Board Diversity Policy or its summary in the corporate governance report of the Company annually; and
- 6.6 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 1. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 2. if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 3. the perspective, skills and experience that the individual can bring to the Board; and
 4. how the individual contributes to diversity of the Board.

7. Declaration responsibility

- 7.1 The nomination committee shall report to the Board every time after any meeting

of the nomination committee.

8. Authority

8.1 The nomination committee may seek independent professional advice at the Company's expense, and invite an independent party possessing a relevant experience and profession to attend the meeting if necessary, in order to discharge its duties.

8.2 The nomination committee shall be provided with sufficient resources to perform its duties.

Adopted on 20 June 2011 and amended on 6 March 2012, 30 August 2013 and 1 January 2019