



## ZMAY HOLDINGS LIMITED

中民安園控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

### Terms of Reference of Nomination Committee

(the “Nomination Committee”)

#### Purpose

1. The purpose of the Nomination Committee is to identify, screen and recommend to the board of directors (the “**Board**”) appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

#### Composition

2. The members of the Nomination Committee shall be appointed by the Board from time to time and shall not less than three directors.
3. A majority of the members of the Nomination Committee should be independent non-executive directors. A quorum shall be two members. The Board shall appoint one member of the Nomination Committee as the chairman (the “**Chairman**”) and must be the chairman of the Board or an independent non-executive director.

#### Meetings

4. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require.
5. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
6. The company secretary of the Company shall be the secretary of the Nomination Committee (the “**Secretary**”).

#### Access

7. The Nomination Committee shall have full access to management and may invite members of management or others to attend the meetings of the Nomination Committee. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

## **Reporting Procedures**

8. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these terms of reference of the Nomination Committee on an annual basis and recommend any proposed changes to the Board.
9. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

## **Authority**

10. The Nomination Committee is authorized by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to discharge its duties, including but not limited to obtaining professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

## **Responsibilities and Duties**

11. The Nomination Committee shall perform the following duties:
  - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
  - (c) to identify individuals suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
  - (d) to assess the independence of independent non-executive directors and determine their eligibility;
  - (e) 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; and
  - (f) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval.

*Note: The English version shall always prevail in case of any inconsistency between the English version and the Chinese translation. The Chinese version is for reference only*