



ZIONCOM HOLDINGS LIMITED

Terms of Reference — Nomination Committee

Constitution

1. The board of directors of Zioncom Holdings Limited (the “**Company**”) (the “**Board**”) has resolved the establishment of the Nomination Committee on 18 December 2017.

Membership

2. The Nomination Committee shall consist of at least three directors, a majority of which shall be independent non-executive directors.
3. The Nomination Committee shall have a chairman, being either the chairman of the Board or an independent non-executive director.
4. Only members of the Nomination Committee have the right to attend the Nomination Committee meetings. However, other individuals such as the chief executive officer of the Company, the head of human resources and external advisers may be invited to attend for all or part of any meeting of the Nomination Committee as and when appropriate.

Secretary

5. The company secretary of the Company was appointed by the Board as the secretary of the Nomination Committee.

Quorum

6. The quorum necessary for a meeting of the Nomination Committee shall be two (2), at least one of which shall be an independent non-executive director. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

Meetings

7. The Nomination Committee shall meet at least twice a year and at such other times as the chairman of the Nomination Committee may require.

Notice of Meetings

8. Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee who will be the company secretary of the Company.

9. Unless otherwise agreed, notice of each meeting of the Nomination Committee shall confirm the venue, time and date together with an agenda of items to be discussed and shall be forwarded to each member of the Nomination Committee, any other person required to attend and all other non-executive directors no later than three (3) working days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate at the same time.

Minutes of Meetings

10. The chairman of the Nomination Committee, in consideration with the responsible director and the secretary of the Nomination Committee, shall be primarily responsible for drawing up and approving the agenda for each meeting. The secretary of the Nomination Committee shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.
11. Minutes of the Nomination Committee meetings shall be circulated promptly to all members of the Nomination Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

Annual General Meeting

12. The chairman of the Nomination Committee (or if he is not able to attend, his delegate who shall be a member of the Nomination Committee) shall attend the Annual General Meeting, in which shall be prepared to respond to any shareholder's questions on the Nomination Committee's activities.

Duties

13. The Nomination Committee shall:
 - (a) review the structure, size, composition and diversity of the Board (including but not limited to the skills, knowledge and experience of the Directors) on a regular basis and make recommendations to the Board regarding any proposed changes of the Board to complement the Company's corporate strategy;
 - (b) identify any persons who may be suitable and qualified to become members of the Board and select, or make recommendations to the Board on the selection of, any persons nominated for directorships;
 - (c) assess the independence of independent non-executive directors, having regards to the requirements under the Rules Governing the Listing of Securities (the "**GEM Listing Rules**") on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"); and
 - (d) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman of the Board and the chief executive officer.

Reporting Responsibilities

14. The chairman of the Nomination Committee shall report formally to the Board on its proceedings after each meeting of the Nomination Committee on all matters within its duties and responsibilities.
15. The Nomination Committee shall make whatever recommendations to the Board on any area within its remit where action or improvement is needed.
16. The Nomination Committee shall compile annually a report on its activities for the Board to consider in the context of preparing the Company's annual report.

Others

17. The Nomination Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
18. The Nomination Committee shall make available, on the Stock Exchange website and the Company's website, its terms of reference explaining its role and the authority delegated to it by the Board.
19. Whenever the Board proposes a resolution at the shareholders meetings in relation to the nomination of a person as the independent non-executive director, a circular and/or an explanatory statement delivered to the shareholders, enclosed with the notice of such shareholder meeting, shall set out reasons for the nomination of such person as well as reasons why the Board believes such person is independent.
20. The Nomination Committee, when performing its duties, must fully consider the principles under A.3 and A.4 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules.
21. The Nomination Committee (or the Board) shall formulate policies in respect of the diversity of the Board, and disclose such policies or its summary in the Corporate Governance Report. The diversity of the Board can be realised through a variety of factors, including but not limited to the gender, age, cultural and educational background or professional experience.

Authority

22. The Nomination Committee is authorised by the Board to seek any information it requires from any employee/senior management of the Company in order to perform its duties.
23. The Nomination Committee is authorised to obtain, at the Company's expense, independent legal or other professional advice on any matters within its terms of reference, including but not limited to engaging intermediary agencies to identify qualified candidates for directorships.