DU DU HOLDINGS LIMITED
都都控股有限公司

(the "Company")

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(REVISED VERSION ADOPTED AND PASSED ON 9 APRIL 2019)

1. **Membership**

1.1 The members of the nomination committee ("**Nomination Committee**") shall be appointed by the board of directors (the "**Board**") of the Company from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors of the Company. The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") from time to time.

1.2 The chairman of the Nomination Committee shall be appointed by the Board. The chairman shall either be the chairman of the Board or an independent non-executive director of the Company.

1.3 The term of each appointment of the members of the Nomination Committee shall be determined by the Board upon appointment.

1.4 No alternate Nomination Committee member can be appointed.

2. **Secretary of Nomination Committee**

2.1 The company secretary of the Company shall normally be the secretary of the Nomination Committee.

2.2 The Nomination Committee may from time to time appoint another secretary with appropriate qualification and experience.

2.3 The secretary of the Nomination Committee should attend all meetings of the Nomination Committee.

3. Attendance at meetings

3.1 A quorum shall be two members, one of them shall be an independent non-executive director. In the event of an equality of votes, the chairman of the Nomination Committee shall be entitled to a second or casting vote. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

3.2 The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties) and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

4. Meetings

4.1 The Nomination Committee shall meet before the holding of an annual general meeting where the appointment of directors of the Company will be considered. The members of Nomination Committee may call any meetings at any time when necessary.

4.2 Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee and may consist of several documents in the same form each signed by one or more of the members of the Nomination Committee. Such resolution may be signed and circulated by fax.

4.3 Proceedings of meetings of the Nomination Committee shall be governed by the provisions of the Articles of Association of the Company.

5. Annual general meetings

5.1 The chairman of the Nomination Committee shall endeavour to attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Nomination Committee's activities. If the chairman of the Nomination Committee is unable to attend, a member of the Nomination Committee (who must be an in dependent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Nomination Committee's activities.

6. **Duties**

6.1 To review the structure, size, composition and diversity of the Board (including but not limit to the gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

6.2 To 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 To assess the independence of independent non-executive directors.

6.4 To develop and review, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval.

6.5 To review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

6.6 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 officer, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

6.7 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

7. **Authority**

7.1 The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.

7.2 The Nomination Committee is authorized by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

7.3 The Nomination Committee shall have access to sufficient resources in order to perform its duties.

8. **Reporting procedures**

8.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting/written resolution of the Nomination Committee, copies of the minutes/resolution setting out the findings, recommendations and decisions of the Nomination Committee shall be submitted to the Board.