Zhaoke Ophthalmology Limited
兆科眼科有限公司

(Incorporated in the British Virgin Islands with limited liability and continued in the Cayman Islands)

(Stock Code: 6622)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Members

1.1 The nomination committee of the Company (the "**Nomination Committee**") should be established by the board of directors of the Company (the "**Board**") and it should comprise a majority of independent non-executive directors.

1.2 The Nomination Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Nomination Committee and appointed by the Board. At least one member of the Nomination Committee shall be of a different gender.

1.3 The terms of appointment to Nomination Committee members should be determined by the Board at the appointment date.

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 the secretary of the Nomination Committee.

3. Meeting

3.1 The member of Nomination Committee can convene a meeting anytime when it is necessary.

3.2 Due notice should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

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 telephone or videoconferencing. The members of the Nomination Committee can attend the meeting via telephone 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 more than half of its members.

3.6 The resolution passed and signed by all members of Nomination Committee is valid, and the validity is the same as any resolution passed in the meeting held.

3.7 Full minutes of Nomination Committee meeting should be kept by the company secretary or the duly appointed 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 members of the Nomination Committee 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 or chairlady of the Board and/or the general manager or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.

4.2 Only the members of the Nomination Committee can vote in the meeting.

5. Annual General Meeting

5.1 The chairman or chairlady of Nomination Committee or (if absent) the other member of Nomination Committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

6. Duties and Powers

The Nomination Committee shall have the following duties and powers:

6.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually , assist the Board in maintaining a board skills matrix, 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 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman or chairlady and the chief executive officer);

6.5 to support the Company's regular evaluation of the Board's performance;

6.6 to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of listed companies (if any) and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

6.7 to develop a policy concerning diversity of Board members and diversity of workforce (including senior management), and disclose the policy or a summary of the policy in the corporate governance report; and

6.8 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

(i) 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;

(ii) 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;

(iii) the perspectives, skills and experience that the individual can bring to the Board; and

(iv) how the individual contributes to diversity to the Board.

7. Reporting

7.1 The Nomination Committee shall report to the Board after each of its meetings.

7.2 The Nomination Committee should make a statement in the annual report about its activities, the process used and criteria adopted to make appointments and whether external advice and/or open advertising was used.

8. Authority

8.1 The Nomination Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.

8.2 The Nomination Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Nomination Committee.

Note: the independent professional advice can be sought via the chief financial officer or the company secretary.

8.3 The Nomination Committee should be provided with sufficient resources to perform its duties.