

众安智慧生活服务有限公司
Zhong An Intelligent Living Service Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2271)

(the "**Company**")

TERMS OF REFERENCE OF NOMINATION COMMITTEE

MEMBERSHIP

1. The nomination committee should be established by the board of the Company ("**Board**").

2. The majority of the nomination committee members must be independent non-executive directors of the Company. The Board shall appoint at least one director of a different gender to the nomination committee.

3. The nomination committee must be chaired by the chairman of the Board or an independent non-executive director within the nomination committee and the chairman must be appointed by the Board. In the absence of the chairman, the remaining members of the nomination committee shall elect one of themselves to chair the meeting.

4. The terms of appointment of nomination committee members are determined by the Board at the appointment date.

SECRETARY

5. The company secretary of the company shall act as the secretary of the nomination committee. In the absence of the secretary, the members present shall elect one of themselves or appoint another person as the secretary for that meeting.

6. 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.

FREQUENCY AND PROCEEDINGS OF MEETINGS

7. The nomination committee should meet at least once a year. The member of the nomination committee can call for a meeting anytime when it is necessary. Any member or the secretary of the nomination committee can call for a meeting.

8. Notice of at least 14 days 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 committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

9. 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.

10. 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).

11. Resolutions of the nomination committee should be passed by more than half of the members.

12. The resolution passed and signed by all members of the nomination committee is valid, and the validity is same as any resolution passed in the meeting held.

13. Full minutes of nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and should be available for inspection at any reasonable time on reasonable notice by any director of the Company. Minutes of the meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the meeting should be sent to all committee members for their comments and records, within a reasonable time after the meeting.

MEETING ATTENDANCE

14. Upon invitation from the nomination committee, the chairman of the Board and/or the general manager or the chief executive officer, other staff members responsible for the human resources function, external advisor and the other persons can be invited to attend all or part of any meeting.

15. Only the members of nomination committee can vote in the meeting.

ANNUAL GENERAL MEETINGS

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

RESPONSIBILITIES, DUTIES, POWERS AND FUNCTIONS

17. The nomination committee shall have the following duties and powers:

(a) to review the structure, size and composition (including the skills, knowledge and 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. When reviewing the structure, size and composition of the Board, the nomination committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company (the "**Board Diversity Policy**") from time to time to achieve Board diversity;

(b) 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;

(c) to assess the independence of independent non-executive directors;

(d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and chief executive of the Company;

(e) to review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives, and to make disclosure on its review results in the annual report of the Company annually;

(f) to report annually, in the corporate governance report contained in the Company's annual report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy;

(g) 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 candidate and why the Board believes the candidate should be elected and the reason why it considers the candidate to be independent;

(ii) where required under the Listing Rules, if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, the reason why the Board believes the candidate would still be able to devote sufficient time to the Board;

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

(iv) how the candidate can contribute to diversity of the Board;

(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or applicable law;

(i) to support the Company's regular evaluation of the Board's performance; and

(j) to consider other matters, as determined or assigned by the Board from time to time or otherwise required by the Listing Rules from time to time.

REPORTING RESPONSIBILITIES

18. The nomination committee has to report to the Board after each meeting on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

19. The nomination committee's recommendations on nomination will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary.

20. Such recommendations will be supported by the resume in respect of the individuals concerned.

AUTHORITY

21. The nomination committee is authorised by the Board to review, assess and make recommendations on any issue within these terms of reference of the nomination committee. The authorities of the nomination committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code as contained in Appendix C1 of the Listing Rules (as amended from time to time).

22. The nomination committee is authorized by the Board to seek any information it requires from the management of the Company in order to perform its duties.

23. The nomination committee member should have access to independent professional advice at the expense of the Company if necessary, in order to fulfill his responsibility of being a member of the nomination committee.

24. The nomination committee should be provided with sufficient resources to perform its duties.

Remark: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.