



Zhong Ao Home Group Limited

中奧到家集團有限公司

*(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1538)*

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

1. The board of directors (the “**Board**”) of Zhong Ao Home Group Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Nomination Committee (the “**Committee**”) at a meeting held on 5 November 2015.

Membership and Quorum

2. The Committee must consist of a minimum of three members (the “Members”) and shall be appointed by the Board from the directors of the Company. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
4. The chairman of the Committee shall be the chairman of the Board or an INED, appointed by the Board.

Secretary

5. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

Frequency of meetings

6. The Committee members may call any meetings at any time when necessary or desirable.

Authority

7. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee’s scope of duties.
8. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

Duties

9. The duties of the Committee shall include, but not be limited to the following:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations to the Board regarding any proposed changes to the Board to complement the corporate strategy of the Company;
 - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;
 - (c) to assess the independence of INEDs of the Company; and
 - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company.
10. Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Board should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.
11. The Committee (or the Board) shall disclose the policy concerning diversity of board members or a summary of the policy in the corporate governance report.

Reporting Procedures

12. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
13. The Committee shall report to the Board of its findings, decisions and recommendations.
14. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

Adopted on 5 November 2015