



KONG SHUM SMART MANAGEMENT GROUP (HOLDINGS) LIMITED
(“Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8181)

TERMS OF REFERENCE AND MODUS OPERANDI OF
NOMINATION COMMITTEE
(“Committee”)

(Revised on 24 December 2018)

MEMBERSHIP

1. The Committee shall comprise not less than three members appointed by the Company's board of directors (“**Board**”) from time to time, the majority of whom shall be independent non-executive directors under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).
2. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.
3. The company secretary of the Company or his nominee shall act as the Committee's secretary.

FREQUENCY AND PROCEEDINGS OF MEETINGS

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two Committee members, at least 50% of whom shall be independent non-executive directors.
7. Proceedings of the Committee's meetings shall be governed by the provisions of the articles of association of the Company.

DUTIES, POWERS AND FUNCTIONS

8. The Committee shall –

- (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
- (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including without limitation, the skills, knowledge, experience and length of service) of the Board with the Board Diversity Policy and nomination criteria as set out in the Board Nomination Policy at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (ii) consider the selection criteria of directors and senior management of the Company, and develop procedures for the sourcing and selection of candidates to stand for election by the Company's shareholders ("**Shareholders**");
 - (iii) identify and nominate candidates to the Board and select or make recommendations to the Board for it to recommend to Shareholders for election as directors and senior management of the Company. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
 - (iv) identify and nominate candidates to fill casual vacancies of directors and senior management of the Company for the Board's approval;
 - (v) assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report;
 - (vi) regularly review the time required from a director to perform his responsibilities;
 - (vii) 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), the chief executive as well as the senior management;
 - (viii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (ix) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

9. In carrying out its functions, the Committee shall give due consideration to the Company's Board Diversity Policy.
10. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.
11. The Committee shall perform and report to the Board the matters as set out in code provision A.5 in Appendix 15 to the GEM Listing Rules.

BOARD NOMINATION POLICY

12. The provisions set out in "Duties, power and functions" paragraph 8(b)(i) and (v) are regard as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions constitute the nomination policy of the Company ("**Board Nomination Policy**").

REPORTING PROCEDURES

13. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the chairman of the Committee shall report the Committee's findings and recommendations to the Board.