

Zibuyu Group Limited

子不语集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(**Stock Code: 2420**)

Terms of Reference of the Nomination Committee

(Adopted by the Company pursuant to the Board resolution passed on October 13, 2022)

Purpose

1. The Nomination Committee is formed to assist, identify, screen and recommend to the board (the “**Board**”) of directors (the “**Directors**”) of the Company appropriate candidates to serve as Directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Membership

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of at least three (3) members, the majority of whom should be independent non-executive Directors (“**INED**”), each of whom shall meet the independence requirements from set out in Rule 3.13 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
3. The Board shall appoint the chairman of the Board or an INED as the chairman of the Nomination Committee (the “**Chairman**”).
4. Save as otherwise appointed by the Nomination Committee, the company secretary (the “**Company Secretary**”) shall be the secretary of the Nomination Committee and in the absence of the company secretary, a member of the Nomination Committee or his/her nominee shall act as the secretary.

Frequency and Proceedings of Meetings

5. The Nomination Committee shall meet at least once annually and at such other times as the Chairman shall require if circumstances require.
6. Meetings of the Nomination Committee shall be summoned by the Company Secretary at the request of the Chairman.
7. For regular meetings, and as far as practicable in all other cases, an agenda and accompanying committee papers should be sent, in full, to all committee members of Nomination Committee. These should be sent in a timely manner and at least three (3) days before the intended date of meeting (or such other agreed period as agreed).
8. The quorum necessary for the transaction of business shall be two (2), both of whom must be INEDs. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

9. The Nomination Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
10. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee and any other person required to attend and all other executive and non-executive directors of the Company, at least three working days prior to the date of the meeting.
11. Any resolution shall be passed by the majority votes of the members of the Nomination Committee who attend the meeting and a majority vote of the members present shall represent an act of the Nomination Committee.

Reporting Procedures

12. On an annual basis, the Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee Terms of Reference and recommend any proposed changes to the Board.
13. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary which shall be sent to all committee members of the Nomination Committee as soon as practicable after the conclusion of any meeting of the Nomination Committee. Those minutes should be kept by the Company Secretary and should be open for inspection at any reasonable time on reasonable notice by any member of the Board.
14. Minutes of meetings of the Nomination Committees 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 meetings of the Nomination Committee should be sent to all committee members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
15. The Nomination Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

16. The Nomination Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
17. Management of the Company is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Nomination Committee requires more information than is the information provided voluntarily by the management of the Company, the relevant member of the Nomination Committee shall make additional necessary enquiries. Each member of the Committee shall have separate and independent access to the management of the Company.

18. The Nomination Committee is authorized by the Board to determine the nomination of Directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.
19. The Company should provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Annual General Meeting

20. The Chairman should, as far as practicable, attend the annual general meeting of the Company and make himself available to answer any shareholders' questions on the Nomination Committee's activities. In his absence, one other member of the Nomination Committee or failing this his duly appointed delegate should attend.

Responsibilities and Duties

21. The Nomination Committee shall perform the following duties:
 - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) extensively identifying individuals who are suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships and senior management members;
 - (c) assessing the independence of INEDs to determine their eligibility;
 - (d) making 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;
 - (e) developing and formulating the criteria and procedures for identifying and assessing the qualifications of and conducting preliminary examination of qualifications of candidates for directorships and senior management positions and making recommendations to the Board, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment;
 - (f) developing policy concerning diversity of Board and reviewing the policy and the progress on achieving the objectives set for implementing the policy;
 - (g) keeping under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace;
 - (h) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

- (i) ensuring that on appointment to the Board, non-executive Directors and INEDs receive a formal letter of appointment setting out clearly the expectations of them in terms of time commitment, committee service and involvement outside Board meetings;
- (j) reviewing and assessing the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval;
- (k) doing any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
- (l) conforming 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; and
- (m) 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 of the Board.

General

- 22. The Nomination Committee should make available these Terms of Reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website (www.hkexnews.hk) and Company's website (www.zbycorp.com).
- 23. For the purpose of these Terms of Reference, "senior management" means the same persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules, as such rule may be amended from time to time.

Principles to consider

- 24. In carrying out its responsibilities, the Nomination Committee should give adequate consideration to the following principles:
 - (a) in relation to Board composition – the Board should have a balance of skills, and experience and diversity of perspectives appropriate for to the requirements of the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including INEDs) so that there is a strong independent element on the Board, which can effectively exercise independent judgment. Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and

- (b) in relation to appointments, re-election and removal – there should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.
25. The Nomination Committee (or the Board) should have a policy concerning diversity of Board and should disclose the policy or a summary of the policy in the corporate governance report annually.