



Qunabox Group Limited

趣致集團

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 0917

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The nomination committee (the “**Nomination Committee**”) of Qunabox Group Limited (趣致集團) (the “**Company**”, together with its subsidiaries and branch companies, the “**Group**”) was established pursuant to a resolution passed by the board (the “**Board**”) of directors (“**Directors**”) of the Company on May 5, 2024. Set out below are the terms of reference (the “**Terms of Reference**”) of the Nomination Committee.

Purpose

1. The purpose of the Nomination Committee is to assist the Board in establishing formal, considered and transparent procedure for the appointment of new Directors, to identify, consider and recommend to the Board appropriate candidates to serve as Directors, and to develop and recommend to the Board nomination guidelines, which shall be consistent with any applicable laws, regulations and listing standards.

Composition

2. The members of the Nomination Committee shall be appointed by the Board from time to time from amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee, one of whom must be an independent non-executive Director.
3. The chairperson of the Nomination Committee (the “**Chairperson**”) shall be the chairwoman of the Board or an independent non-executive Director.

Frequency and procedure of meetings

4. Unless otherwise stated herein, meetings and proceedings of the Nomination Committee are governed by the provisions contained in the Articles of Association of the Company for regulating the meetings and proceedings of Directors.
5. Meetings of the Nomination Committee shall be held at least once a year. The Chairperson shall convene a meeting upon request by any member of the Nomination Committee.

6. The company secretary of the Company shall be the secretary of the Nomination Committee.
7. An agenda and accompanying board papers should be sent, in full, to all Directors in a timely manner and at least three (3) days before the intended date of a meeting of the Nomination Committee (or other agreed period).

Annual general meetings

8. The Chairperson shall attend the Company's annual general meetings and be available to answer questions at such annual general meetings.
9. If the Chairperson is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Nomination Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such persons shall be available to answer questions at such annual general meetings.

Access

10. The Nomination Committee should be provided 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.
11. Senior management of the Company ("**Senior Management**") is obliged to supply the Nomination Committee with adequate information, in a timely manner, to enable it to make informed decisions. The information supplied must be complete and reliable. Where any Director requires more information than is volunteered by Senior Management, that Director should make further enquiries where necessary. The Board and individual Directors should have separate and independent access to Senior Management.

Authority

12. The authorities and responsibilities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 to the Rules Governing the Listing of securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**").
13. The Nomination Committee is authorized by the Board to investigate any activity within these Terms of Reference. It is authorized to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Nomination Committee.

Duties

14. Without prejudice to any requirements under the Listing Rules and/or the CG Code, the duties of the Nomination Committee shall include:
 - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for Directorships;
 - (c) assessing the independence of independent non-executive Directors on an annual basis upon confirmation from each of the independent non-executive Directors in respect of his or her independence pursuant to Rule 3.13 of the Listing Rules;
 - (d) making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer of the Company;
 - (e) developing the Company's policy concerning diversity of Board members, and disclosing such policy or a summary of such policy in the corporate governance report of the Company;
 - (f) reviewing the Company's policy on diversity of Board members and any measurable objectives that the Company has set for implementing such policy, reviewing the progress on achieving such objectives, and making disclosures of its review results in the annual report of the Company;
 - (g) before appointments are made by the Board, evaluating the balance of skills, knowledge, experience and diversity of perspectives appropriate to the requirements of the Company's business on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall (where applicable and appropriate):
 - (i) consider candidates from a wide range of backgrounds; and
 - (ii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.

Reporting procedures

15. Full minutes of meetings of the Nomination Committee shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company), and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director.
16. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
17. Without prejudice to the generality of the duties of the Nomination Committee set out in these Terms of Reference, the Nomination Committee shall report back to the Board on, and keep the Board fully informed of, its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
18. The Nomination Committee shall ensure that the Board as a whole and Directors individually have proper access to reports and other materials related to the Nomination Committee's work. It shall also ensure that such materials are in a form and quality sufficient to enable to the Board to make informed decisions on matters placed before it, and that queries raised by Directors will receive a prompt and full response, if possible.

Provision of Terms of Reference

19. These Terms of Reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
20. The Nomination Committee shall make available these Terms of Reference, explaining its role and the authority delegated to it by the Board, by including them on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.zzss.com).

(If there is any inconsistency between the English and Chinese version of this document, the English version shall prevail.)