

Zheng Li Holdings Limited

正力控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

Terms of Reference of the Nomination Committee

Adopted by the Board on 21 October 2016

1. Constitution

The board of directors of the Company (the “**Board**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below.

2. Membership

2.1 The Nomination Committee shall be appointed by the Board and consist of not less than three (3) members, the majority of whom shall be independent non-executive directors of the Company.

2.2 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director of the Company (the “**Chairman**”).

2.3 The quorum for a meeting of Nomination Committee shall be two (2) members, one (1) of whom shall be an independent non-executive director of the Company. A duly convened meeting of the Nomination 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. Members should attend the meetings either in person or through electronic means of communication, including but not limited to telephone or tele-conferencing.

3. Secretary

3.1 The company secretary of the Company or his nominee shall be the secretary of the Nomination Committee.

4. Authority

- 4.1 The Nomination Committee is authorized by the Board to act 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.
- 4.2 The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice at the Company's expense but subject to prior discussion with the Board on costs to perform its responsibilities.

5. Duties

The duties of the Nomination Committee include:

- 5.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.3 assess the independence of independent non-executive directors;
- 5.4 make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- 5.5 regularly review and report to the Board on the performance and suitability of the senior management to ensure they are in compliance with the employment terms and the performance goals and make recommendations to the Board on the reappointment or replacement of any senior management; and
- 5.6 perform tasks as assigned by the Board from time to time.

6. Notice of Meetings

- 6.1 A meeting of the Nomination Committee may be convened by any of its members through the company secretary of the Company.

6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the Nomination Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7. Frequency and Proceedings of Meetings

7.1 The Nomination Committee shall meet at least once every year or at such frequency as required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) or other regulatory requirements applicable to the Company from time to time.

7.2 The Chairman may convene additional meetings at his discretion.

8. Reporting Procedures

8.1 The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.

8.2 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 why they believe that individual should be elected and the reasons why they consider him to be independent.

8.3 The Nomination Committee should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy in the corporate governance report.

9. Minutes

9.1 Minutes of the Nomination Committee should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.

9.2 Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of meeting of the Nomination Committee shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

10. General

10.1 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 GEM Listing Rules.

10.2 The Nomination Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the HKEx News website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.zhengliholdings.com).