

# Qeeka Home (Cayman) Inc.

齊屹科技(開曼)有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1739)**

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (Revised on 19 December 2018)**

The nomination committee (the “**Nomination Committee**”) of Qeeka Home (Cayman) Inc. (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on June 4, 2018. Set out below are the terms of reference (the “**Terms of Reference**”) of the Nomination Committee. The Terms of Reference are available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

### **Purpose**

1. The purpose of the Nomination Committee is to identify, screen and recommend to the Board, 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.

### **Composition**

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of three members (the “**Members**”), a majority of which shall be independent non-executive directors of the Company who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).
3. The chairman of the Nomination Committee (the “**Chairman**”) shall be the chairman of the Board or an independent non-executive director of the Company but shall always be a PRC Investor, as such term is defined under the discussion draft of the proposed Foreign Investment Law published by the Ministry of Commerce of the PRC in January 2015.
4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.

### **Meetings**

5. The Nomination Committee shall meet at least once a year or more frequently if circumstances require.
6. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

7. A quorum of the Nomination Committee shall be two Members (including the Chairman).
8. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
9. Only Members are entitled to vote at the meeting of the Nomination Committee.
10. Resolutions of the Nomination Committee at any meetings shall be passed by a majority (including the affirmative vote of the Chairman) of votes of the Members present. In the event of an equality of votes at any meeting of the Nomination Committee, the Chairman will have a casting vote in addition to any vote he may have. All decisions and resolutions of the Nomination Committee shall require the affirmative vote or consent of the Chairman, and accordingly no decision or resolution of the Nomination Committee may be made without the approval or consent of the Chairman.
11. A resolution in writing signed by all Members (including the Chairman) shall be valid and effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held.
12. The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

### **Access**

13. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors of the Company (“**Directors**”).
14. The Company should provide the Nomination Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

### **Reporting Procedures**

15. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.
16. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary, which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

## **Authority**

17. The authorities of the Nomination Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).
18. The Nomination Committee is authorized by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.

## **Responsibilities and Duties**

19. The duties of the Nomination Committee shall include such responsibilities set out in the relevant code provisions of the CG Code, including the following aspects:
  - (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, race, 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;
  - (b) to identify individuals who are qualified/suitable to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
  - (c) to assess the independence of independent non-executive directors of the Company; and
  - (d) to make recommendations to the Board on the appointment, re-appointment, or removal of directors of the Company and succession planning for directors of the Company, in particular, the chairman and the chief executive of the Company.
20. The Nomination Committee shall ensure that the majority of the Board will comprise of PRC nationals at all times.
21. No Director may be appointed or removed by either the Board or the shareholders of the Company unless such appointment or removal has been recommended by the Nomination Committee, and accordingly has been approved or consented to by the Nomination Committee.
22. to monitor the implementation of Board diversity policy and to review the policy, as appropriate, to ensure the effectiveness of the policy; to discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.
23. to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for director(s) for the Board’s approval.