



**Zero Fintech Group Limited**  
**零在科技金融集團有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00093)**

**TERMS OF REFERENCE FOR NOMINATION COMMITTEE**

***Formation***

1. The nomination committee (the “**Committee**”) was formed pursuant to the board resolution of Zero Fintech Group Limited (“**the Company**”).

***Membership***

2. The Committee shall be appointed by the board of directors (the “**Board**”) of the Company amongst the directors of the Company. The Committee shall consist of not less than 3 members and shall have at least one member of different gender. A majority of the Committee members should be independent non-executive directors.
3. The chairman of the Committee should be the Chairman of the Board of the Company or an independent non-executive director.
4. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

***Frequency and proceedings of meetings***

5. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
6. A quorum of the meetings of the Committee shall be two members. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. 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 Committee.
7. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.

8. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any member thereof.
9. 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 Committee, the chief executive officer of the Company, the chief financial officer of the Company, 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.
10. The chairman of the Board shall have the right to attend and speak at meeting of the Committee and others may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.
11. The secretary of the Committee shall keep minutes of the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
12. With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
13. Any resolutions shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

### ***Authority***

14. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
15. The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised by the Board to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expenses, if it considers this necessary.

### ***Duties***

16. The Committee shall:
  - (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
  - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

- (c) 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. Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company 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) the perspectives, skills and experience that the individual can bring to the Board; and
  - (iii) how the individual contributes to diversity of the Board.
- (d) make 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.
- (e) implement and review the Board diversity policy of the Company (the “**Board Diversity Policy**”), as appropriate, recommend any revisions of the policy to the Board; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and disclose the Board Diversity Policy or a subsidiary of such policy, in particular, the measurable objectives that it has set for implementing the Board Diversity Policy and the progress on achieving these objectives and its review results in the Company's corporate governance report annually.
- (f) regularly review the contribution required from a director to perform his/her responsibilities to the Company, and whether he/she is spending sufficient time performing them.
- (g) support the Company's regular evaluation of the Board's performance.
- (h) consider other topics as defined by the Board.

### ***Reporting Procedures***

17. The chairman of the Committee who chair the meetings or other member of the committee who is authorised by the chairman of the Committee to chair the meeting shall report to the Board after each meeting of the Committee.

18. Full minutes of the meetings of the Committee should be kept by the secretary of the Company, which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
19. The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board.

*(Note: Last amended on 1 July 2025)*