



SFund International Holdings Limited

廣州基金國際控股有限公司

(Incorporated in Cayman with limited liability)

(Stock code : 1367)

Nomination Committee Terms of Reference

Adopted by the Board on 20 June 2014 and amended on 16 April 2019

1. CONSTITUTION

The board of directors (the "**Board**") of SFund International Holdings Limited (the "**Company**") hereby constitutes and establishes a committee of the Board to be known as Nomination Committee (the "**Committee**").

2. MEMBERSHIP

2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.

2.2 The chairman of the Committee shall be an independent non-executive director and appointed by the Board.

3. SECRETARY OF NOMINATION COMMITTEE

The company secretary of the Company shall be the secretary of the Committee.

4. QUORUM AND ATTENDANCE AT MEETINGS

A quorum of the Committee shall be two members.

5. FREQUENCY OF MEETINGS

The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.

6. AUTHORITY

6.1 The Committee is authorised by the Board to seek any necessary information which is within the Committee's scope of duties from the employees of the Group.

6.2 The Committee is authorised by the Board to obtain outside, at the Company's expense, independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

7. DUTIES

The duties of the Committee shall include, but shall not be limited to the following:

- (a) To review the structure, size, diversity and composition of the Board (including but not limited to gender, age, cultural and educational background, skills, professional qualifications, knowledge and experience) at least annually and make recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy;
- (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships with due regard for the benefits of diversity on the Board;
- (c) To make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company in particular the chairman and the chief executive officer of the Company;
- (d) To assess the independence of independent non-executive directors of the Company;
- (e) Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at a general meeting of the Company, the Committee 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 the reasons why the Board believes the individual should be elected and why the Board considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes that 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 the diversity of the Board;
- (f) To review the policy on Board diversity including the measurable objectives that the Board has set and the progress on achieving the objectives, and to make disclosure of a summary of such policy and the review results of the Board in the Corporate Governance Report of the Company annually;
- (g) To conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the

Company or imposed by legislation or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and

- (h) To implement, review and disclose the policy for nomination of directors (the “**Nomination Policy**”), as appropriate, in the Corporate Governance Report of the Company annually. The Nomination Policy shall set out, inter alia, the nomination procedures and the process and criteria to select and recommend candidates for directorship.

8. REPORTING PROCEDURES

The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

9. RESOLUTIONS IN WRITING AND MEETINGS BY CONFERENCE CALLS

- 9.1 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 9.2 A resolution in writing signed by all Members shall be valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.
- 9.3 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.

10. PUBLICATION OF THESE TERMS OF REFERENCE

These terms of reference will be posted on the respective website of the Company and Hong Kong Exchanges and Clearing Limited.

Note: If there any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.