

GUDOU HOLDINGS LIMITED
古兜控股有限公司
Terms of Reference for Nomination Committee

Purpose

1. The board (the “Board”) of directors (the “Directors”) of Gudou Holdings Limited (the “Company”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “Nomination Committee”).
2. The purpose of the Nomination Committee is to identify, screen and recommend to the Board appropriate candidates to serve as Directors of the Company, 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

3. The Nomination Committee shall be appointed by the Board from time to time and shall consist of a majority of independent non-executive Directors, each of whom shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The Board shall appoint one member of the Nomination Committee who is an independent non-executive Director or the chairman of the Board as the chairman of the Nomination Committee (the “Chairman”). The company secretary of the Company shall be the secretary of the Nomination Committee.

Meetings

4. The quorum necessary for meetings of the Nomination Committee shall be two members of the Nomination Committee.
5. 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 by means of which all persons participating in the meeting are capable of hearing each other.
6. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
7. The Nomination Committee shall meet at least once annually, or more frequently if circumstances require and shall act by unanimous written consent.
8. 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

9. The Nomination Committee shall have full access to seek any information it requires from the 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.

Reporting procedures

10. Minutes shall be kept by the secretary of the Nomination Committee. Minutes of each meeting of the Nomination Committee shall be prepared and sent to all Nomination Committee members. The Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

Authority

11. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship. The Board shall provide the Nomination Committee with sufficient resources to perform its duties.
12. The Nomination Committee is authorised by the Board to obtain independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

Duties

13. The Nomination Committee shall perform the following duties:-
 - (a) to review the structure, size and composition (including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and business model;
 - (b) to identify individuals who are suitably qualified to become a Board member and to select or make recommendations to the Board on the selection of individuals nominated for directorships having regard to each candidate's merit against an objective criteria and the benefits of diversity of the Board;

- (c) to assess the independence of independent non-executive Directors to determine their eligibility;
- (d) to 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; and
- (e) having regard to the Company's policy concerning diversity of board members, to make appropriate disclosure of the policy or a summary of the policy including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives in the Corporate Governance Report.

Adopted by the Board on 18 November 2016.