

Zuoli Kechuang Micro-finance Company Limited*

Terms of Reference for the Nomination Committee

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the appointment of management officers of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the “Company”), optimize the composition of the Board of Directors and improve the corporate governance structure, in accordance with the relevant laws, regulations, and normative documents such as the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Articles of Association of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the “Articles of Association”) and other relevant provisions, the Company has established the Nomination Committee of the Board of Directors and formulated these terms of reference.

Article 2 The Nomination Committee of the Board of Directors is a specialized working body established under the Board of Directors, primarily responsible for formulating, reviewing and submitting proposals on the candidates and selection criteria and procedures of Directors and other senior management officers of the Company (hereinafter referred to as “Senior Management”), and evaluating the structure, size, and composition of the Board of Directors. When reviewing and evaluating the composition of the Board of Directors, the Nomination Committee should consider the diversity of Board members, including but not limited to gender, age, cultural and educational background, race, professional experience, technical expertise, knowledge, and years of service, to ensure that the Board of Directors maintains diversity and balance in terms of talent, technical expertise, experience, and background.

Article 3 Senior management mentioned in these terms refers to general manager, secretary of the Board of Directors, deputy general manager and Chief Financial Officer appointed by the Board as well as other officers stipulated in the Articles of Association.

CHAPTER 2 COMPOSITION

Article 4 The Nomination Committee shall comprise at least three Directors, and the number of members shall always be an odd number. The majority of whom shall be independent non-executive Directors.

Article 5 Members of the Nomination Committee shall be nominated by the Chairman of the Board, more than half of the independent non-executive Directors or one-third of all Directors, and shall be elected by the Board of Directors.

* For identification purposes only

Article 6 The Nomination Committee shall have one chairman who shall be an independent non-executive Director and responsible for leading the work of the Committee. The chairman shall be elected from the members, subject to the approval of the Board of Directors. In the circumstances where the chairman is unable or fails to fulfill his/her duty, he/she shall appoint and delegate his/her duty to another member who is an independent non-executive Director. If otherwise, a member of the Committee who is an independent non-executive Director as elected by more than half of all members of the Committee shall perform his/her duties.

Article 7 The term of office of the Nomination Committee shall be consistent with that of the Board. A member may seek re-election upon expiry of his/her term. During his/her term of office, if any member ceases to be the Director of the Company or any committee member as an independent non-executive Director loses his/her independence as required under the Company Law, the Articles of Association and the Listing Rules, his/her membership in the Committee shall lapse automatically. A member of the Nomination Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her existing position. The resignation report shall specify the reasons for resignation and matters which need to be brought to the attention of the Board as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) of the Nomination Committee shall be filled by the Board according to the relevant laws, regulations, normative documents and provisions of Articles 4 to 6 in the above.

Article 8 The Company's Office of the Board of the Directors is responsible for the liaison of routine work of the Nomination Committee and organization of meetings.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 9 The main duties and authorities of the Nomination Committee are as follows, including but not limited to:

- (1) to make proposals to the Board in respect of the size and composition of the Board based on the Company's operation, assets scale and equity structure;
- (2) to study the criteria and procedures for selecting Directors, general manager and other senior management and make recommendations to the Board with reference to factors including (but not limited to): gender, age, culture, education background and professional experience;
- (3) to review the structure, size and composition of the Board (including skills, knowledge and experience) 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 development strategy or tactics;
- (4) to identify individuals with suitable qualification to become Directors or senior management and select or make recommendations to the Board on the selection of related individuals nominated for Directors or senior management;

(5) to review and make recommendations on other senior management which has to be proposed to the Board for appointment;

(6) to assess the independence of independent non-executive Directors;

(7) to make recommendations on the appointment or re-appointment of Directors and plans of succession of Directors (especially the Chairman of the Board and the general manager) to the Board of Directors;

(8) regular evaluation of the board's performance;

(9) other matters authorized by the Board of Directors.

Article 10 The Nomination Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of Hong Kong Limited's website and the Company's website.

Article 11 The Nomination Committee shall be accountable to the Board and its proposals shall be submitted to the Board for consideration and decision. Without any sufficient grounds or reliable evidence, the controlling shareholders shall give full respect to the proposal made by the Nomination Committee and shall not propose substitute candidates for Directors and senior management.

Article 12 The Nomination Committee shall be provided with sufficient resources by the Company to perform its duties. If necessary, the Nomination Committee shall seek independent professional advice, with relevant expenses borne by the Company.

CHAPTER 4 CONVENING AND HOLDING OF THE NOMINATION COMMITTEE'S MEETINGS

Article 13 Meetings of the Nomination Committee include regular meetings and extraordinary meetings that are convened and presided over by the chairman. Regular meetings shall be held at least once a year. Members of the Nomination Committee may propose for an extraordinary meeting, and the chairman shall issue a notice of meeting to all members within ten days after receipt of such proposals. In case of emergency, the notice may be given at any time and the chairman shall make an explanation at the meeting.

Article 14 A notice of the Nomination Committee's meeting shall be delivered in writing seven days before the meeting, and that notice shall include, as a minimum, the following contents:

(1) time, venue and form of the meeting;

(2) convener of the meeting;

(3) agenda items to be discussed in the meeting;

(4) the contact person of the meeting and the way of contact;

(5) the date of notice of the meeting.

The complete proposal to be discussed shall be enclosed when the notice of meeting is issued by the Office of the Board of the Directors.

Article 15 The notice of meeting of the Nominee Committee shall be sent in the forms of facsimile, letters, e-mails, etc. The parties being notified shall be deemed to have received the notice of the meeting if no written objection is received from them within two days from the date of issuing the notice.

Article 16 Meetings of the Nomination Committee may, according to the situation, be convened in the form of on-site meeting, and in the forms of facsimile, video, video conference, telephone, etc.

Article 17 Meetings of the Nomination Committee shall be held only with the presence of more than half of its members. The meetings shall be chaired by the chairman who, if unable to attend the meeting, may appoint another member (being an independent non-executive Director) to chair the meeting.

Article 18 The member of the Nomination Committee shall attend meetings of the Nomination Committee in person. If the member is unable to attend, he/she may authorize other members to attend on his/her behalf by written proxy. The written power of attorney shall specify the name of proxy, entrusted matter, scope of authority and term of validity, which shall be signed or sealed by the principal.

Members attending the meeting as proxy for others shall submit the written power of attorney before the meeting and exercise their rights within the scope of authorization. If a member neither attends the meeting nor entrusts another member to attend meetings of the Nomination Committee, he/she shall be deemed to have waived the voting right at such meeting.

Article 19 The Directors, Supervisors and other senior management and Human Resource Executive Officer who are not members of the Nomination Committee of the Company and the persons related to the issues discussed at the meetings of the Nomination Committee may attend meetings of the Nomination Committee, and they can explain and illustrate the issues discussed at the meeting but have no voting rights.

Article 20 Members of the Nomination Committee and other persons attending the meeting shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

CHAPTER 5 RULES OF PROCEDURES OF THE NOMINATION COMMITTEE'S MEETING

Article 21 Members of the Nomination Committee must undertake the duties of loyalty and diligence towards the Company in accordance with laws, regulations and the Articles of Association. Proposals or recommendations raised in the Nomination Committee's meeting must comply with the requirements of laws, regulations and the Articles of Association.

Article 22 According to the provisions of laws and regulations and the Articles of Association and subject to the Company's practical situation, the Nomination Committee shall review the criteria and procedures for selection and terms of office of the Company's Directors and senior management. Any resolution formed in this regard shall be submitted to the Board for consideration and approval. Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider him/her to be independent.

Article 23 The procedures for the Nomination Committee to select and examine candidates of Directors and senior management are as follows:

- (1) to actively communicate with relevant departments of the Company to study the demand for new Directors and senior management within the Company and come up with written materials;
- (2) to extensively look for candidates for the Directors and senior management in the shareholders of the Company, within the Company, its subsidiaries(its associates), the recruitment market, etc.;
- (3) to formulate written reports after comprehensive study of the candidates of Director and senior management, including their profession, education background, job title, detailed work experience, part-time positions, etc.;
- (4) to obtain consent of the proposed candidates for their nomination, or otherwise the candidates shall not be nominated for Directors or senior management;
- (5) to convene a meeting of the Nomination Committee to examine qualifications of the proposed candidates according to the job requirements for Directors and senior management, and to make recommendations to the Board;
- (6) to conduct follow-up work according to the decisions and feedbacks of the Board.

Article 24 Procedures for the meeting of the Nomination Committee:

- (1) The Office of the Board of Directors is responsible for preparing meeting documents of the Nomination Committee and implementing internal approval procedures of meeting documents according to the internal management rules of the Company;
- (2) The Office of the Board of Directors submits meeting materials to the chairman of the Nomination Committee for approval, and convenes meetings of the Nomination Committee timely upon approval;
- (3) Reports and resolutions approved in meetings of the Nomination Committee or recommendations made in such meetings shall be submitted in writing to the Board of the Company. In respect of those required consideration and approval of the Board or general meeting, the Nomination Committee makes proposals to the Board and implements the approval procedures according to the relevant laws, regulations and the Articles of Association;

(4) If more than a half of members of the Board raise objections to the reports and resolutions approved in meetings of the Nomination Committee, the feedback in writing shall be provided to the Nomination Committee in time, and the related issues shall be submitted to the general meetings for consideration and approval. Independent non-executive Directors shall give independent opinion on the related issues.

Article 25 Each member shall be entitled to one vote. Resolutions of a meeting must be adopted by the affirmative votes of more than half of all members. Each proposal can be formed as a resolution of the Nomination Committee after it is passed by prescribed valid votes and be announced by the chairman of meeting.

If meetings are convened in the form of on-site, the Nomination Committee shall vote by a show of hands or by a poll, and members present at such meetings shall sign the resolution.

If meetings are convened in the form of communication, resolutions of the Nomination Committee (or fax) shall be signed by members.

Article 26 Where a member of the Nomination Committee is interested in the matters discussed at the committee meeting, such member shall abstain from voting in respect thereof.

Article 27 Minutes shall be taken on meetings of the Nomination Committee and signed by each attending member and the recorder of minutes. Members present at such meetings are entitled to require his/her speech at meetings to be explicitly recorded in minutes.

Article 28 Minutes of the Nomination Committee shall at least contain the following contents:

- (1) date and venue of the meeting and the name of convener;
- (2) record of members attending in person or by proxy;
- (3) agenda of the meeting;
- (4) main points of members' speech;
- (5) voting method and voting results of each proposal (number of votes in favor, votes against and votes for abstention);
- (6) other items shall be illustrated and recorded in minutes.

Article 29 Meeting archives of the Nomination Committee, including meeting notice, meeting materials, meeting attendance book, the written power of attorney specifying another member attending meetings on his/her behalf, votes, minutes and resolutions signed and confirmed by participant members, etc. shall be maintained by the secretary of the Board of Directors and kept for ten years.

Article 30 Members of the Nomination Committee or the secretary of the Board of Directors shall report in writing to the Company's Board of Directors the resolutions and poll results adopted at meetings of the Nomination Committee within one day after the resolutions are adopted.

Article 31 Members present at meetings and others invited to attend such meetings shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 32 These terms of reference shall become effective after consideration and approval by the Board of Directors of the Company and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on the Stock Exchange of Hong Kong Limited, replacing any previous terms of reference.

Article 33 Any matters not covered by these terms of reference shall be implemented in accordance with the relevant national laws and regulations and the requirements of the Articles of Association. If these terms of reference contravene any laws and regulations to be issued in the future by the State, the Listing Rules or the Articles of Association legally modified, the relevant laws and regulations, relevant regulatory provisions of the Listing Rules and the requirements of Articles of Association shall prevail, and these terms of reference shall be amended correspondingly and immediately, and reported to the Board for consideration and approval.

Article 34 The authority of interpretation of these terms of reference shall be vested in the Board of the Company.

Article 35 These terms of reference are available in both English and Chinese. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Zuoli Kechuang Micro-finance Company Limited
25 April 2025