

**Wai Hung Group Holdings Limited**  
**偉鴻集團控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
( Stock Code : 3321 )

**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

*Constitution*

1. The board of directors (the “**Board**”) of Wai Hung Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”) at a meeting held on 18 March 2019.

*Membership and quorum*

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the directors of the Company. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
4. The chairman of the Committee shall be the chairman of the Board or an INED, appointed by the Board.
5. Any Member shall not appoint any person by himself/herself as his/her alternate to attend the meeting or to perform his/her duty.
6. The Board may by a separate resolution withdraw the appointment of the Members or the secretary of the Committee or appoint additional Members.

*Secretary*

7. The company secretary of the Company, or in his/her absence, his/her representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

*Frequency of meetings*

8. The Committee members may call any meeting at any time when necessary or desirable.

### ***Notice and procedures of meetings***

9. Notice of any meetings shall be given to all Members at least two days before the meeting, unless all Members unanimously waive such notice.
10. Any Member or the Secretary (on the request of the Member) may call a meeting at any time. The notice of meeting may be given either orally or in writing. If the notice is given orally, the content of the notice shall be confirmed in writing.
11. The notice of meeting shall state the date, time and venue of the meeting. An agenda together with any other documents which may be required to be considered by the Members shall also be attached to the notice
12. The Member may attend the meetings in person, by telephone or by video conference.

### ***Vote***

13. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

### ***Written resolutions***

14. Resolutions of the Committee may be passed by all Members in writing

### ***Authority***

15. The Committee is authorised by the Board to seek any necessary information from the employees of the Group which is within the Committee's scope of duties.
16. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.
17. The Committee should be provided with sufficient resources to perform its duties.

### ***Duties***

18. The duties of the Committee shall include, but not be limited to the following:
  - (a) to review the structure, size, composition and diversity (including but not limited to the skills, knowledge, gender, age, ethnicity, cultural and educational background, professional experience and length of services) of the Board at least annually and to make recommendations to the Board regarding any proposed changes to the Board to complement the corporate strategy of the Company;

- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;
  - (c) to assess the independence of INEDs of the Company;
  - (d) to advise the Board on the following issues on the selection of an individual to be nominated as an INED:
    - (i) the process used for identifying the individual and why the individual should be elected and the reasons why it considers the individual to be independent;
    - (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why 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 diversity of the Board;
  - (e) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company;
  - (f) to implement and review the Board diversity policy of the Company (the “**Board Diversity Policy**”); recommend any revisions of the Board Diversity 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 summary 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; and
  - (g) to review and disclose the policy for nomination of directors (the “**Nomination Policy**”) implemented, as appropriate, and a summary of the work during the year in the Company’s corporate governance report annually. The Nomination Policy shall set out, inter alia, the nomination procedures, process and criteria to select and recommend candidates for directorship during the year.
19. Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Board should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting its view on the issues stated in paragraph 18(d)(i) to (iv) above.

### ***Reporting procedures***

20. The Secretary or his/her representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
21. The Committee shall report to the Board of its findings, decisions and recommendations.
22. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

### ***Annual general meeting***

23. The chairman of the Committee or another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' enquiries on the Committee's activities and their responsibilities.

Adopted on 18 March 2019

***Notes: If there are any discrepancies between the Chinese and English version, the English version shall prevail.***