

WONG'S INTERNATIONAL HOLDINGS LIMITED

王氏國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 99)

(the "Company")

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the Board.
- 1.2 The Nomination Committee must comprise of a minimum of two members, a majority of the members must be Independent Non-executive Directors.

2. Chairman

- 2.1 The Board shall appoint the chairman of the Nomination Committee who should either be the Chairman of the Board or an Independent Non-executive Director.
- 2.2 In the absence of the chairman of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meetings of the Nomination Committee.

3. Secretary

- 3.1 The Company Secretary or his/her delegate shall be the secretary of the Nomination Committee and shall attend meetings of the Nomination Committee to take minutes.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members:
 - 4.1.1 If only two members are in attendance, then both members shall be Independent Non-executive Directors.
 - 4.1.2 If more than two members are in attendance, then a majority of the members shall be Independent Non-executive Directors.
- 4.2 A duly convened meeting of the Nomination 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 Nomination Committee.

5. Frequency of meetings

- 5.1 The Nomination Committee shall meet at least once a year and at such other times as and when required.

6. Attendance at meetings

- 6.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

7. Notices of meetings

- 7.1 Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee at the request of any of its members.
- 7.2 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 Nomination Committee within a reasonable time prior to the date of the meeting.
- 7.3 Any member of the Nomination Committee shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

8. Minutes of meetings

- 8.1 The secretary of the Nomination Committee (or his/her delegate) in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance.
- 8.2 Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting.
- 8.3 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or Director at any reasonable time on reasonable notice.

9. Annual general meeting

- 9.1 The chairman of the Nomination Committee (or his/her delegate) shall attend the AGM of the Company and be prepared to respond to any Shareholder questions on the Nomination Committee's activities.

10. Duties

The Nomination Committee shall be responsible for:

- 10.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 10.2 identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 10.3 assessing the independence of Independent Non-executive Directors; and

10.4 making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and Chief Executive Officer.

11. Reporting responsibilities

11.1 The chairman of the Nomination Committee shall report formally to the Board on proceedings after each meeting on all matters within its duties and responsibilities.

11.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Others

12.1 The Nomination Committee shall have access to sufficient resources in order to discharge its duties.

12.2 All members of the Nomination Committee shall have access to the advice and services of the secretary of the Nomination Committee with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.

12.3 In the event that the Nomination Committee or any member of the Nomination Committee requires access to independent professional advice in connection with its/his/her duties, a request may be made to the Chairman, in the absence of the Chairman, the Company Secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.

12.4 The Nomination Committee shall regularly review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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