Wei Yuan Holdings Limited
偉源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1343)

(the "**Company**")

TERMS OF REFERENCE
OF
THE NOMINATION COMMITTEE
(the "Committee")

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the "**Board**"), with the majority of the members being the independent non-executive directors, and at least one member of the Committee of a different gender.

2. The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.

3. The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board.

4. No alternate member of any member of the Committee can be appointed.

5. The Company Secretary of the Company shall be the secretary of the Committee.

6. The composition of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

Frequency and proceedings of meetings

7. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment of directors of the Company (the "**Directors**") will be considered. Additional meetings should be held as and when the work of the Committee demands.

8. Notice of any meetings shall be given to all members of the Committee at least seven days before the meeting, unless all members of the Committee unanimously waive such notice. 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 of the Committee shall also attach to the notice.

9. The Chairman of the Committee may convene additional meetings at his discretion.

10. The quorum of a meeting shall be two members of the Committee. The members of the Committee may attend the meetings in person, by telephone or by video conference.

11. Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company (as amended from time to time) (the "**Articles**").

Duties, powers and functions

12. The Committee shall —

    (a) formulate nomination policy for consideration of the Board which concerns diversity of the Board members and implement the nomination policy laid down by the Board;

    (b) without prejudice to the generality of the foregoing:

        (i) consider the selection criteria of Directors, and develop procedures for the sourcing and selection of members of the Board to be elected by shareholders of the Company;

        (ii) identify and nominate candidates to fill causal vacancies of Directors for the Board's approval;

        (iii) review the structure, size and composition of the Board at least annually, considering *inter alia* the skills, knowledge, experience, length of service and the breadth of expertise of the Board as a whole, assist the Board in maintaining a Board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

        (iv) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

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

        (vi) 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;

        (vii) support the Company's regular evaluation of the Board's performance;

        (viii) to conduct an annual assessment of each Director's time commitment and contributions to the Board, as well as the ability to discharge his/her responsibilities effectively;

        (ix) do any such things to enable the Committee to perform its powers and functions conferred on it by the Board;

        (x) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by law;

(xi) review and monitor the implementation of the board diversity policy as adopted by the Board; and

(xii) Ensure sufficient biographical details of nominated candidates are provided to the Board and shareholders to enable them to make a decision regarding selection of the Board members.

13. The Company should provide the Committee sufficient resources to perform its duties. When necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Annual General Meeting

14. The Chairman of the Committee or in his/her absence, another Committee member or failing this, the duly appointed delegate of the Chairman, shall attend the Company's annual general meeting to answer shareholders' questions on the Committee activities.

Reporting Procedures

15. The Committee should report to the Board on a regular basis on its decisions or recommendations.

16. Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.

17. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.

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

Revised on 28 August 2025