WIN HANVERKY HOLDINGS LIMITED
永嘉集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3322)

NOMINATION COMMITTEE

Terms of Reference

The board (the "**Board**") of directors (the "**Directors**") of Win Hanverky Holdings Limited (the "**Company**") has resolved to establish the Nomination Committee (the "**Committee"**) on 18 April 2006. The following terms have been adopted and approved by the Board on 18 April 2006 (as amended by a resolution of the Board on 25 March 2009, 9 March 2012, 10 December 2013 and 16 December 2025 respectively) as the terms of reference for the Committee.

1. Composition of the Committee

1.1 Members of the Committee shall be appointed by the Board from among the Directors and shall comprise a majority of independent non-executive Directors, with at least one member of a different gender.

1.2 The term of each member of the Committee shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.

1.3 A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

1.4 Only members of the Committee and the Secretary of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, other Directors, the senior management of the Company ("**Senior Management**"), the chief executive, the head of human resources and other professional advisers may be invited to attend for all or part of any meeting as and when appropriate.

1.5 The Board shall appoint the Chairman of the Committee (the "**Committee Chairman**") who shall be the Chairman of the Board or an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The Company Secretary of the Company shall act as the Secretary of the Committee. The Committee may, from time to time, appoint any other person with appropriate qualification and experience as the Secretary of the Committee. The Secretary of the Committee, or in his/her absence, his/her nominee or any one member of the Committee, shall be the secretary of the meeting.

3. Quorum

The quorum of the meeting of the Committee shall be two members of the Committee. A duly convened meeting of the 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 Committee.

4. Frequency of Meetings

Meetings of the Committee shall be held as and when appropriate, but at least once a year.

5. Notice and Conduct of Meetings

5.1 Unless specified by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's Articles of Association regulating the meetings and proceedings of Directors.

5.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members if he/she considers necessary.

5.3 Unless otherwise agreed, 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 Committee and any other person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

5.4 Formal meetings of the Committee may be held in person or by electronic means including telephonic or videoconferencing, and the quorum in that event shall be any two Committee members so linked.

5.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. Subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and the applicable laws and regulations, a resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

6. Minutes of Meetings and Reporting Procedures

6.1 The Secretary of the Committee shall record the proceedings and resolutions of the Committee in sufficient details, including recording the names of those present and in attendance, the matters considered and decisions reached, including any concerns raised by the members of the Committee or dissenting views expressed.

6.2 Full minutes of the Committee's meetings shall be kept by the Secretary of the Committee and shall be open for inspection at any reasonable time on prior reasonable notice by any Director. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting.

6.3 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. Annual General Meetings

The Committee Chairman, or in his/her absence, another member of the Committee, or failing which his/her duly appointed delegate, shall attend the Annual General Meetings of the Company and be available to answer questions thereat on the Committee's activities and its responsibilities.

8. Duties

8.1 The duties of the Committee shall include, without limitation, the following:

8.1.1 to review the structure, size and composition (including skills, knowledge, and experience) of the Board 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 corporate strategy;

8.1.2 having regard to the Board Diversity Policy of the Company, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

8.1.3 to assess the independence of independent non-executive Directors;

8.1.4 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;

8.1.5 to support the Company's regular evaluation of the board's performance;

8.1.6 to monitor the implementation of the Board Diversity Policy and to review, as appropriate, such a policy to ensure its effectiveness;

8.1.7 to review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account the factors as required by the Listing Rules;

8.1.8 at least once a year, to 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; and

8.1.9 to make recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

9. Authority

9.1 The Board authorises the Committee to:

(a) investigate any activity within these terms of reference and seek any information it requires from any employee of the Company and its subsidiaries and all employees are directed to co-operate with any such request by the Committee; and

(b) obtain, at the Company's expenses, outside legal or other independent professional advice in appropriate circumstances and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers necessary; and

(c) call any employee to be questioned at a meeting of the Committee as and when required.

9.2 Management of the Company is obliged to supply the Committee with adequate information, in a timely manner, to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than is volunteered by the management of the Company, the relevant member of the Committee should make further enquiries where necessary. Each member of the Committee shall have separate and independent access to the Company's senior management.

9.3 The Committee should be provided with sufficient resources to perform its duties.

10. Terms Available

10.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

(The English text of these Terms of Reference shall prevail over the Chinese text in case of any consistency.)

Amended by the Board on 16 December 2025
(with effect from 1 January 2026)