



Wasion Holdings Limited
威勝控股有限公司

(incorporated in the Cayman Islands with limited liability)

(the “Company”)

NOMINATION COMMITTEE

Terms of Reference

Constitution

The nomination committee (the “**Nomination Committee**”) of the board of directors of the Company (the “**Board**”) was established on 26 November, 2005. The terms of reference of the Nomination Committee have been revised and approved by the Board on 15 May 2026.

Membership

The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, with at least one member of a different gender and the majority of which shall be independent non-executive directors.

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

Secretary of Nomination Committee

The company secretary shall be the secretary of the Nomination Committee.

Attendance at meetings

A quorum shall be 2 members. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

Frequency of meetings

The Nomination Committee members may call any meetings at any time when necessary.

Authority

The Nomination Committee is authorized by the Board to seek any necessary information which is within the Committee's scope of duties from the employees.

The Nomination Committee is authorized by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Duties

The duties of the Nomination Committee shall include, but shall not be limited to the following:

1. to review the structure, size and composition of the Board (including the skills, knowledge, experience and diversity of perspectives) 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;
2. to develop and maintain a policy for the nomination of the Directors which includes the nomination procedures and the process and criteria adopted by the Nomination Committee to identify, select and recommend candidates for directorship during the year;
3. 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;
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;
5. to assess the independence of independent non executive directors;
6. to support the Company's regular evaluation of the Board's performance;
7. to review the policy on Board diversity (the "**Board Diversity Policy**") (including any gender diversity targets therein) and/or the Board skills matrix and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;
8. to make disclosure of its review results in the annual report of the Company annually;
9. where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and explanatory statement accompanying the notice of the relevant general meeting:
 - (a) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;

- (b) the perspectives, skills and experience that the individual can bring to the Board; and
 - (c) how the individual contributes to diversity of the Board;
10. to review annually the time commitment and contribution of each director to the Board, as well as the director's ability to discharge his/her responsibilities effectively, taking into account their professional qualifications and work experience, other significant external time commitments (including directorships of other issuers listed on the Main Board or GEM) and other factors or circumstances relevant to the director's character, integrity, independence and experience; and to conduct other assessments in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); and
 11. to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.