



WINSHINE SCIENCE COMPANY LIMITED

瀛晟科學有限公司*

(Incorporated in Bermuda with limited liability)

(the “Company”)

(Stock Code: 209)

NOMINATION COMMITTEE

TERMS OF REFERENCE

These terms of reference were approved and adopted by resolutions of the board (the “**Board**”) of directors of the Company (the “**Directors**”, each as a “**Director**”) passed on 30 March 2012 and amended by resolutions of the Board passed on 21 October 2019.

1. Membership

- 1.1 Members of the nomination committee (the “**Nomination Committee**”) of the Company shall be appointed by the Board from amongst the members of the Board.
- 1.2 A majority of the members of the Nomination Committee should be independent non-executive Directors (“**INED**”).
- 1.3 The Nomination Committee shall consist of not less than three members.
- 1.4 The term of office of a member of the Nomination Committee shall be determined by the Board.
- 1.5 Each member of the Nomination Committee shall disclose to the Nomination Committee:
 - (a) any personal financial interest (other than as a shareholder of the Company (the “**Shareholders**”)) in any matter to be decided by the Nomination Committee; and
 - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Nomination Committee in relation to which such interests exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Nomination Committee.

1.6 Appointment of members of the Nomination Committee may be revoked by the Board and should be automatically terminated if they cease to hold the office of the Director for any cause.

2. Chairman

2.1 The chairman of the Nomination Committee (the “**Chairman**”) shall be appointed by the Board. In the absence of the Chairman from any meeting, the remaining members of the Nomination Committee present shall elect one of their members to be the Chairman of the meeting.

2.2 The Nomination Committee shall be chaired by the chairman of the Board or an INED.

3. Secretary

3.1 The company secretary of the Company shall act as the secretary of the Nomination Committee (the “**Secretary**”).

3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

4. Quorum

4.1 The quorum for meetings of the Nomination Committee shall be any two members of the Nomination Committee, one of whom shall be an INED.

4.2 A duly convened meeting of the Nomination Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting 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 not less than once a year (the “**Regular Meeting**”) and at such other times as the Chairman or any other members of the Nomination Committee shall require.

6. Attendance at meetings

- 6.1 Members of the Nomination Committee and the Secretary may attend meetings of the Nomination Committee either in person or through other electronic means of communication.
- 6.2 Members of the Nomination Committee may invite such person as they think fit, including but not limited to external advisors or consultants, to attend and speak (but not to vote) at a meeting of the Nomination Committee.

7. Notice of meetings

- 7.1 A meeting of the Nomination Committee may be convened by any of its members, or by the Secretary at the request of any its members.
- 7.2 Reasonable notice shall be given, so far as practicable, in writing or by telephone or in such other manner as the Nomination Committee may from time to time determine. Any member of the Nomination Committee may waive notice of any meeting either prospectively or retrospectively.
- 7.3 In respect of a Regular Meeting and so far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as all the members of the Nomination Committee may agree).
- 7.4 Any member of the Nomination Committee shall be entitled, by notice to the Secretary, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.
- 7.5 A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if a resolution had been passed at a meeting of the Nomination Committee duly convened and held.

8. Minutes of meetings

- 8.1 The Secretary (or his/her delegate) in attendance at the meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised and/or dissenting views expressed by any member of the Nomination Committee.

- 8.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Nomination Committee shall not be counted towards the quorum and he/she shall abstain from voting on any resolution of the Nomination Committee in which he/she or any of his/her associates have a material interest, unless the exceptions set out in Note 1 to Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) apply.
- 8.3 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting is held. Once the minutes are signed, the Secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.
- 8.4 Minutes of the Nomination Committee shall be kept by a duly appointed Secretary and shall be open for inspection by any Directors at any reasonable time on reasonable notice.

9. Annual general meeting

- 9.1 The Chairman or in his/her absence, another member of the Nomination Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting (the “**AGM**”) of the Company and be prepared to respond to questions at the AGM on the Nomination Committee’s activities and its responsibilities.

10. Other regulations governing the meetings and proceedings of the Nomination Committee

- 10.1 Unless otherwise specified above, the provisions contained in the Company’s bye-laws for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Nomination Committee.

11. Authority

- 11.1 The Nomination Committee is authorized by the Board:
- (a) To investigate any activity within its terms of reference;
 - (b) To seek any information it requires from any Director or employee of the Company and its subsidiaries to perform its duties;

- (c) To conduct interviews with prospective candidates for nomination; and
- (d) To make full use of intermediary agencies to identify qualified candidates at the expense of the Company.

12. Duties

12.1 The duties of the Nomination Committee are as follows:-

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity representation) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;
- (b) to develop a list of desirable skills, perspectives and experience at the outset of the selection process for a new Director;
- (c) 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;
- (d) to assess the independence of INEDs;
- (e) 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 Officer, to ensure the long term success of the Company;
- (f) to evaluate and assess the optimal composition of the Board, taking into account the Company's agreed strategies and objectives;
- (g) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
- (h) to review the effectiveness of the Company's Board Diversity Policy annually and making recommendations to the Board on the measurable objectives for achieving diversity of the Board; and
- (i) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

13. Reporting Responsibilities

- 13.1 The Nomination Committee shall review the terms of reference and effectiveness of the Nomination Committee annually, and recommend to the Board any necessary changes.
- 13.2 The Nomination Committee should compile a report on its role and work performed by it during the year, including disclosing the policy for the nomination of Directors, and the nomination procedures and the process and criteria adopted by it to select and recommend candidates for directorship during the year, for inclusion in the Company's Corporate Governance Report. This should also include the Board's policy or a summary of the policy on board diversity, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives.

14. Others

- 14.1 The Nomination Committee shall be provided with sufficient resources to perform and discharge its duties.
- 14.2 All members of the Nomination Committee shall have access to the advice and services of the Secretary to ensure that procedures of the Nomination Committee and all applicable law, rules and regulations are followed.
- 14.3 In the event that the Nomination Committee or any member of the Nomination Committee requires access to outside independent professional advice in connection with its/his/her duties, a request may be made to the Board through the Secretary. All such requests shall be processed in accordance with the pre-defined procedures of the Company for seeking independent professional advice at the expense of the Company.
- 14.4 Every member of the Nomination Committee shall ensure that he/she can give sufficient time and attention to his/her duties as a member of the Nomination Committee. He/she shall give the Company on which he/she serves the benefit of his/her skills, expertise and varied backgrounds and qualifications through regular attendance and active participation.
- 14.5 The Board shall conduct a regular evaluation of its performance.

15. Publication of the terms of reference of the Nomination Committee

15.1 These terms of reference of the Nomination Committee shall be posted on the website of the Company and on the website of the Stock Exchange of Hong Kong Limited, and shall be made available on request.

16. Review of the terms of reference of the Nomination Committee

16.1 The Board may, subject to compliance with the Bye-laws of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

16.2 The Nomination Committee shall review these terms of reference annually and may consider and submit to the Board any proposed changes that the Nomination Committee deems appropriate or advisable.

Note: In case of discrepancies or inconsistencies between the English version and the Chinese version of this terms of reference, the English version shall prevail.

* *For identification purposes only*