



WING ON COMPANY INTERNATIONAL LIMITED

永安國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 289)

(the “**Company**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Constitution

- 1.1 The nomination committee of the Company (together with its subsidiaries, the “**Group**”) (the “**Nomination Committee**”) is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) at the meeting held on 29 March 2012.

2. Membership

- 2.1 The Nomination Committee should consist of not less than three members appointed by the Board and a majority of whom should be independent non-executive directors (“**INEDs**”). At least one director of a different gender should be appointed to the Nomination Committee.
- 2.2 The chairman of the Nomination Committee (the “**Chairman**”) should be appointed by the Board and must be the Chairman of the Board or an INED. In the absence of the Chairman from any meeting, the remaining members of the Nomination Committee present should elect one of their members to be the chairman of the Nomination Committee meeting.
- 2.3 The company secretary of the Company (the “**Company Secretary**”), or may be otherwise appointed by the Board, should be the secretary of the Nomination Committee.
- 2.4 Every member of the Nomination Committee should ensure that he/she can give sufficient time and attention to his/her duties as a member of the Nomination Committee. He/she should 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.

3. Frequency and proceedings of meetings

- 3.1 Members of the Nomination Committee should meet at least once a year. Additional meetings should be held as the work of the Nomination Committee demands.

- 3.2 The Chairman of the Nomination Committee may convene additional meetings at his/her discretion.
- 3.3 The quorum for a meeting should be any two members.
- 3.4 Meetings can be held in person, by telephone or by video conference. Members of the Nomination Committee may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means at which all persons participating in the meeting are capable of hearing each other.
- 3.5 A resolution in writing signed by all the members of the Nomination Committee should be as valid and effectual as if it had been passed at a meeting of the Nomination Committee and may consist of several documents in like form each signed by one or more of the members of the Nomination Committee.
- 3.6 Proceedings of meetings of the Nomination Committee should be governed by the provisions of the Bye-Laws of the Company.

4. Minutes of meetings

- 4.1 The Company Secretary should keep full records of all resolutions passed by the Nomination Committee.
- 4.2 Draft and final versions of minutes of the Nomination Committee meetings should be sent to all members of the Nomination Committee for their comment and records, within a reasonable time after the meeting.

5. Authority

- 5.1 The Company should provide the Nomination Committee sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities (including for the appointment of INEDs, the Nomination Committee may consider approaching recruitment agencies and obtaining referrals from business acquaintances and peer industry circles).
- 5.2 The Nomination Committee should report to the Board after each of its meetings.

6. Duties

6.1 The duties of the Nomination Committee should be:

- (a) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, required experience, skills, knowledge and length of service) 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;
- (b) 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. In identifying suitable candidates, the Nomination Committee should consider candidates on merit and against objective selection criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of INEDs having regard to the factors set out in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**");
- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer of the Company taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, to ensure the long-term success of the Company;
- (e) to support the Company's regular evaluation of the Board's performance, which should be conducted at least every two years;
- (f) to review the Board Diversity Policy and the Nomination Policy of the Company, make recommendation on any proposed revisions as may be required to the Board for approval, and also monitor the implementation of these policies;
- (g) to 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:
 - (i) professional qualifications and work experience;
 - (ii) existing directorships of issuers listed on the Main Board or GEM of the Stock Exchange;
 - (iii) other significant external time commitments of such director; and

- (iv) other factors or circumstances relevant to the director's character, integrity, independence and experience;
- (h) to ensure disclosure will be made in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the general meeting:
 - (i) 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;
 - (ii) [to be repealed after 30 June 2028] if the proposed INED will be holding his/her seventh (or more) directorship of an issuer listed on the Main Board or the GEM, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board;
- (i) to review the terms of reference and effectiveness of the Nomination Committee annually, and recommend to the Board any necessary changes; and
- (j) to perform other functions and powers delegated from the Board to the Nomination Committee from time to time.

6.2 The Chairman of the Nomination Committee or in his/her absence, another member of the Nomination Committee, should attend the annual general meetings of the Company and be prepared to respond to shareholders' questions on the Nomination Committee's activities and responsibilities.

7. Availability of this terms of reference

7.1 The Nomination 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 Stock Exchange's website and the Company's website.

Hong Kong, 31 December 2025