

Wing Chi Holdings Limited

榮智控股有限公司

(a company incorporated in Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 6080)

(股份代號：6080)

(the "Company" and Terms of reference of the Nomination Committee (the "Committee") of the Board (the "Board") of Directors (the "Directors") of the Company)
(「本公司」及本公司董事(「董事」)會(「董事會」)提名委員會(「委員會」)的職權範圍)

NOMINATION COMMITTEE TERMS OF REFERENCE

提名委員會的 職權範圍

1. Constitution 組成

- 1.1 The Committee was established pursuant to a resolution passed by the Board at a meeting held on 21 September 2017.
委員會乃根據董事會於其於 2017 年 9 月 21 日舉行的會議上通過之決議案成立。

2. Membership 成員

- 2.1 Members of the Committee shall be appointed by the Board from time to time from amongst the Directors of the Company and shall consist of not less than three (3) members and a majority of whom shall be Independent Non-executive Directors of the Company.
委員會成員須由董事會不時從本公司董事中委任並最少由三(3)名成員組成，而大部份之成員須為本公司獨立非執行董事。
- 2.2 The chairman of the Committee (the "Chairman") shall be appointed by the Board who shall either be the Chairman of the Board or an Independent Non-executive Director of the Company.
委員會主席(「主席」)由董事會委任，並由董事會主席或本公司獨立非執行董事出任。
- 2.3 The Company Secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee Members present at the meeting may elect one among themselves as the secretary for that meeting.
本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席會議的委員會成員可在彼等當中選出其中一人擔任該會議秘書。

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by the Board. An appointment of Committee Member shall be automatically revoked if such member ceases to be a member of the Board.

董事會可撤銷委員會成員之委任，或額外成員可獲委任加入委員會。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. Proceedings of the Committee

委員會程序

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

除本條另有指定外，本公司的組織章程細則（經不時修訂）所載有關規管董事會議及程序的條文須適用於委員會會議及程序。

3.1 Frequency of Meeting

開會次數

Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors, and to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.

每年最少開會一次，以檢討、制定及考慮委任、重新委任及罷免董事的提名程序、前述事項在有關年度的實施，及向董事會提呈出任董事候選人的建議以及檢討董事會不時所採納的董事會成員多元化政策及為執行有關政策而制定的任何可計量目標，以及達成該等目標的進度。

3.2 Attendance at meetings

出席會議

(a) Only Committee Members have a right to attend committee meetings. The other Directors, the Company Secretary [or his/her delegate(s)], the Human Resource Manager and relevant senior management and persons(s) invited by the Chairman of the Committee or by a Committee Member may attend meetings of the Committee from time to time whenever the Committee considers their presence necessary or appropriate to assist the Committee to perform its duties. However, they cannot be counted towards the quorum and to vote for any matter to be resolved by the Committee.

僅委員會成員有權出席委員會的會議。倘委員會認為其他董事、公司秘書或其正式委任的代表）、人力資源經理及相關高級管理層以及由委員會主席或委員會成員邀請的人士須出席或可適當協助委員會履行其職責，則該等人士可不時出席委員會會議。然而，有關人士不得被計入法定人數，亦不可就委員會議決的任何事項進行投票。

- (b) Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

3.3 Notice of meetings:

會議通告：

- (a) Unless otherwise agreed by all the Committee Members, a meeting shall be called by at least seven(7) days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless a Committee Member who is present attends the meeting for the purpose of objecting the holding of the meeting on the ground that the meeting has not been properly convened.

除非委員會全體成員同意，否則在會議召開前須發出最少七(7)天通告。該通告應發給每名委員會成員及其他獲邀出席的人士。不論通告期長短，委員會成員出席會議將被視為其放棄收到足期通告的權利，除非出席該會議的委員會成員的目的為，以會議還未妥為召開為理由，反對舉行會議。

- (b) The Chairman of the Committee or a Committee Member may and, on the request of a Committee Member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee Member in writing, by email or by facsimile transmission at the correspondence address, facsimile, address or email address respectively from time to time notified to the secretary by such Committee Member or in such other manner as the Committee Members may from time to time determine.

委員會主席，或委員會成員及委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。會議通告必須按有關委員會成員不時分別通知秘書的通訊地址、傳真號碼、地址或電子郵箱地址以書面形式、或以電子郵件、傳真或有關委員會成員不時議定的其他方式向各委員會成員發出。

- (c) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other supporting documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members preferably seven(7) days (and in any event not less than three(3) days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

會議通告必須說明開會目的、時間及地點。議程及其他就會議而言委員會成員認為可能需要的支持文件，一般在預期召開委員會會議前七(7)天（無論如何不少於三(3)天）（或經所有委員會成員同意的其他期間）送達各委員會成員則較為合適。

3.4 Chairman, Quorum and Decision of meetings

會議主席、法定人數及決定

- (a) The Chairman of the Committee shall chair the meetings of the Committee. In the absence of the Chairman, the Committee Members present at the meeting shall elect one amongst themselves to chair the meeting.

委員會主席須主持委員會會議。如主席未克出席，則由出席的委員會成員中選舉一人主持會議。

- (b) The quorum of a Committee meeting shall be two(2) members of the Committee with at least one of whom shall be an Independent Non-executive Director of the Company .

委員會會議法定人數為兩(2) 名委員會成員，而至少一人為本公司獨立非執行董事。

- (c) Each Committee Member shall disclose to the Committee any personal interest (other than as a shareholder of the Company) and that of his/her associates in any matter to be decided by the Committee pursuant to the Articles of Association of the Company and the Rules Governing Listing of Securities of the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Any such Committee Member shall not be counted towards the quorum and must abstain from voting on resolutions of the Committee in relation to which such actual or potential conflict of interest exists and from participating in the discussions concerning such resolution unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.

根據本公司的組織章程細則及香港聯合交易所有限公司證券上市規則（「上市規則」），各委員會成員須向委員會披露任何個人權益（作為本公司股東的權益除外），以及其聯繫人於委員會決定的任何事項的權益。任何該等委員會成員不得計入法定人數，且必須就存在實際或潛在利益衝突的委員會決議案放棄投票，以及放棄參與該等決議案的討論，除非上市規則附錄三附註 1 所載的例外情況適用則另作別論。

- (d) Any resolution shall be passed by the majority votes of the Committee Members who attend the meeting and a majority vote of the Committee Members present at the meeting shall represent an act of the Committee. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.

任何決議案須經出席會議的委員會成員大多數投票通過，而出席會議的委員會成員的大多數投票即代表委員會的行事。倘出現票數相等的情況，則由會議主席投決定票。

4. Written resolutions

書面決議案

- 4.1 A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。有關決議案可以郵遞、傳真或其他電子通訊方式簽署及傳送。

5. Alternate Committee members

委員會成員的替任代表

- 5.1 A Committee Member may not appoint any alternate.

委員會成員不能委任任何替任代表。

6. Authority of the Committee

委員會的權限

- 6.1 The Committee may exercise the following powers:

委員會可行使以下權力：

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
要求本公司及其任何附屬公司（統稱「**本集團**」）的任何僱員及專業顧問徵求資料以履行其職責，要求彼等任何人士編製及呈交報告、出席委員會會議及提供資料及解答委員會提出之問題；
- (b) to review the performance of the Directors and the independence of Independent Non-executive Directors in relation to their appointment or re-appointment as Directors;
就董事的委任或重新委任檢討董事的表現及獨立非執行董事的獨立性；
- (c) to obtain, at the Company’s reasonable expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

就其職權範圍內任何事項向外界尋求法律或其他獨立專業意見或協助（包括獨立的人力資源顧問公司或其他獨立專業人士的意見）。如委員會認為有需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為必要的調查（包括但不限於訴訟、破產及信譽調查）、報告或檢查或公開徵募及取得充足資源以履行其職責。

- (d) to review annually these Terms of Reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary as well as any amendment to the Listing Rules from time to time; and

對本職權範圍及履行其職權的有效性作每年一次的檢討，並就其認為需要的任何變動向董事會提出推薦建議，以對上市規則不時作出任何的修訂；及

- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

為使委員會能恰當地履行其於下文第七條所列的職責，按其認為有需要及合宜者行使有關權力。

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

本公司應提供充足資源予委員會以履行其職責。委員會履應於需要時尋求獨立專業意見以履行其職責，合理費用由本公司承擔。

7. Duties **職責**

7.1 The duties of the Committee shall be:

委員會之職責應為：

- (a) to review the structure, size and composition (including but not limited to skills, knowledge, professional experience, qualifications, gender, age, cultural, education background, independence and diversity of perspectives) of the Board at least annually or when necessary and make recommendations to the Board to complement the Company's corporate strategy;

最少每年（或於必要時）檢討董事會的架構、人數及組成（包括但不限於技能、知識、專業經驗、資歷、性別、年齡、文化、教育背景、獨立性及多元化方面），並向董事會提出建議，以配合本公司企業策略；

- (b) to review the policy on Board diversity (the “**Board Diversity Policy**”) and measurable objectives for implementing the Board Diversity Policy from time to time adopted by the Board, and to review and to monitor the progress on achieving the objectives set out in the Board Diversity Policy;
檢討董事會多元化政策（「**董事會多元化政策**」）及董事會不時就執行董事會多元化政策而採納的可計量目標，以及檢討及監察董事會多元化政策所載達標程度；
- (c) to develop, review and implement, as appropriate, the policy of the nomination of Directors (the “**Board Nomination Policy**”) for the Board’s consideration and approval; and to make disclosure of such policy or summary of such policy in the Corporate Governance Report of the Company annually;
制定、檢討及執行（倘適用）董事提名政策（「**董事會提名政策**」）以供董事會考慮及批評，以及每年在本公司企業管治報告中披露所有關政策或有關政策的概要；
- (d) to identify and nominate individuals suitably qualified to become members of the Board and nominate or make recommendations to the Board on the selection of individuals nominated for directorships having due regards to the Board Diversity Policy, the Board Nomination Policy and taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
經適當考慮董事會多元化政策及董事會提名政策後，因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，物色及提名具備合適資格可擔任董事會成員的人選，並就挑選提名有關人士出任董事職務向董事會提名或提出建議；
- (e) to assess the independence of the Independent Non-executive Directors of the Company on appointment/re-appointment having regard to the relevant guidelines or requirements of the Listing Rules in place from time to time;
根據不時實施的上市規則的有關指引或規定，於委任／重新委任本公司獨立非執行董事時評核其獨立性；
- (f) where the Board (on the recommendation of the Committee) proposed a resolution to elect an individual as an Independent Non-executive Director of the Company at a general meeting, a circular setting out the following information shall be sent to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
若董事會（按委員會的建議）擬於股東大會上提呈決議案推選任何人士擔任本公司獨立非執行董事，則須向本公司股東寄發載有以下資料的通函及／或有關股東大會通告所隨附的說明函件：
- the process used in identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;
物色該名人士所採用的流程、董事會認為應選任該名人士的理由以及彼等認為該名人士屬獨立人士的原因；

- if the proposed Independent Non-executive Director will be holding his/her seventh (or more) listed company directorship, why the Board believes such individual would still be able to devote sufficient time to the Board;

倘候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；

- the perspectives, skills and experience that such individual can bring to the Board; and
該名人士可為董事會帶來的觀點、技能及經驗；及
- how such individual contributes to diversity of the Board;
該名人士如何促進董事會成員多元化。

(g) to make recommendations to the Board on:

向董事會提呈下列事項的建議：

- (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
作為董事會成員所應有的角色、責任、能力、技術、知識、經驗及多元化觀點；
- (ii) the policy on the terms of employment of the Executive Directors, Non-executive Directors and the Independent Non-executive Directors;
委聘執行董事、非執行董事及獨立非執行董事之有關條款的政策；
- (iii) the composition of the Audit Committee, the Remuneration Committee and other board committees of the Company;
審核委員會、薪酬委員會及其他本公司董事會委員會的組成；
- (iv) proposed changes to the structure, size and composition of the Board;
擬對董事會的架構、人數及組成作出的變動；
- (v) candidates suitably qualified to become members of the Board;
具備合適資格可擔任董事會成員的人選；
- (vi) the selection of individuals nominated for directorship;
挑選被提名人士出任董事；
- (vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
本公司股東在考慮董事的表現及對董事會繼續作出貢獻的能力後，重選任何將輪流退任的董事；
- (viii) the continuation (or not) in service of any Independent Non-executive Director serving more than nine(9) years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such Independent Non-executive Director;
任何在任多於九(9)年的獨立非執行董事的去留問題，並就該等獨立非執行董事的重新委任向本公司股東就審議有關決議案如何投票提供建議；
- (ix) the appointment or re-appointment of Directors; and
委任或重新委任董事；及

- (x) succession planning for Directors in particular the chairman and the chief executive;
董事繼任計劃（尤其是主席及行政總裁）；
- (h) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充分考慮：
 - (i) succession planning of Directors;
董事接替計劃；
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
本集團為保持或加強本集團的競爭優勢所需要的領導才能；
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
本集團營運市場的市場環境及商業需要的轉變；
 - (iv) the skills and expertise required from members of the Board;
董事會成員所須具備的技能及專才；
 - (v) the Board's policy concerning diversity of Board members adopted from time to time; and
董事會不時採納的關於董事會成員多元化的政策；及
 - (vi) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;
上市規則對上市發行人的董事的相關要求；
- (i) in respect of any proposed service contracts to be entered into by any members of the Group with its directors or proposed directors, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
檢討及就所有按上市規則第 13.68 條須事先在股東大會上取得本公司股東批准的現董事或建議委任董事與集團成員的擬定服務合同，向本公司股東（就有關服務合同有重大利益的董事股東及其各自聯繫人除外）就該擬定服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及股東應如何作表決提呈建議；
- (a) to ensure that on appointment to the Board, an Executive Director, a Non-executive Director or an Independent Non-executive Director receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;

確保執行董事、非執行董事或獨立非執行董事於委任至董事會時均取得正式委任函件，當中須訂明在工作時間、委員會服務及參與董事會會議以外工作方面對其等的要求；

- (b) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
會見任何辭任的董事並確定其離職原因；
- (c) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and
檢討董事會不時採納的成員多元化政策及為執行該政策而制定的任何可計量目標，以及檢討達成該等目標的進度；及
- (d) to consider other matters, as defined or assigned by the Board from time to time.
考慮董事會不時界定或指派的其他事宜。

8. Minutes and records **會議紀錄**

8.1 The Chairman of a Committee meeting shall, at the beginning of each meeting, ascertain and request the secretary of the meeting to record the existence of any conflicts of interest of the Committee Members to the resolutions to be discussed at the meeting and minute them accordingly.

委員會會議主席應在每次會議開始時確定委員會成員於將於會議討論的決議案中是否擁有任何利益衝突，並要求會議秘書記錄在會議紀錄內。

8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary). Draft and final versions of minutes of Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

委員會會議的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議紀錄獲簽署後，秘書須向董事會全體成員傳閱委員會的會議紀錄及報告。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應就本公司各財政年度內舉行的所有委員會會議紀錄存檔，以及具名紀錄每名委員會成員於該財政年度內舉行的會議的出席率。

9. Reporting responsibilities

匯報責任

9.1 The Committee shall report to the Board after each meeting unless there are legal or regulatory restrictions on their ability to do so.

除非有法律或法規限制，否則委員會應於每次會議後向董事會作出匯報。

10. Annual general meeting

股東週年大會

10.1 The Chairman or in his absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會主席或（在其缺席的情況下）委員會另一名成員或（該成員未能出席）其正式委任的代表須出席本公司的股東週年大會，準備於股東週年大會上回答有關委員會活動及職責的問題。

11. Powers of the Board

董事會權力

11.1 The Board may, subject to compliance with the articles of association 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 Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

董事會可在遵守本公司組織章程細則及上市規則（包括上市規則附錄十四所載企業管治守則或本公司自行制定的企業管治常規守則（如被本公司採用））的前提下，修訂、補充及廢除本職權範圍及委員會通過的任何決議案，惟修訂及廢除本職權範圍及委員會通過的決議案，並不影響修訂或廢除該等職權範圍或決議案之前，已生效的任何先前行動及委員會的決議案的有效性。

12. Interpretation

解釋權

12.1 Interpretation of these terms of reference shall belong to the Board.

職權範圍的解釋權歸董事會。

13. Publication of the terms of reference of the Committee

刊登委員會職權範圍

13.1 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 website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

If there is any inconsistency between the English and the Chinese versions of these Terms of Reference, the English version shall prevail.

本職權範圍的中英文版本如有任何歧義，應以英文版本為準。

Adopted by the Board on 21 September 2017 and revised by the Board on 31 December 2018.

董事會於2017年9月21日採納，並由董事會於2018年12月31日修訂。