



CHINA WANTIAN HOLDINGS LIMITED

中國萬天控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1854)

THE NOMINATION COMMITTEE TERMS OF REFERENCE

These terms of reference of the Nomination Committee (the “**Committee**”) have been prepared based on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Exchange**” respectively).

Composition

1. The Committee is established by the board (the “**Board**”) of directors (the “**Directors**”) of the Company according to the articles of association of the Company (the “**Articles of Association**”) on 26 September 2016.

Members

2. The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive Directors. There shall be at least one Director of a different gender in the Committee.
3. Chairman of the Committee shall be appointed by the Board and must be chairman of the Board or an independent non-executive Director.
4. Subject to Rules 2 and 3 above, the Board may, from time to time, at their discretion, change the composition of the members of the Committee.

Secretary

5. The Committee may appoint the company secretary of the Company or any other person with appropriate qualifications and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

Frequency and proceedings of meetings

6. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.
7. The quorum of a meeting shall be two members of the Committee.

8. The Committee members could attend the meetings in person, by telephone or by video conference.
9. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
10. 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.
11. Unless otherwise stated herein, proceedings of the meetings of the Committee shall be governed by the relevant provisions of the Articles of Association (as amended from time to time).

Authority

12. All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee are followed and that all applicable rules and regulations are observed.
13. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice in appropriate circumstances at the Company's expenses to perform its duties.
14. The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including members of the Board).

Duties

15. The main duties of the Committee shall include:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and to 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;

- (c) to develop and maintain a policy for the nomination of Board members, which should include the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorships during the year, to review the policy periodically and to disclose annually in the corporate governance report the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
- (d) to develop and review the Board diversity policy and the measurable objectives that the Board has set for implementing the policy, to monitor the progress on achieving the objectives; and to make the relevant disclosure in the corporate governance report annually;
- (e) to assess the independence of independent non-executive Directors;
- (f) 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; and
- (g) to support the Company's regular reviews on the Board's performance and to review annually the time and contribution required of Directors as well as their ability to discharge their responsibilities;
- (h) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used for identifying the candidate and the reasons why the Board believes the candidate should be elected and why it considers the candidate to be independent;
 - the perspectives, skills and experience that the candidate can bring to the Board;
 - how the candidate contributes to the diversity of the Board; and
 - if the candidate will be concurrently holding more than six Hong Kong-listed issuer directorships, the reason(s) why the Board believes the candidate would still be able to devote sufficient time to the Board.

- (i) to assess each Director's time commitment, contribution to the Board and ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of the Exchange and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience.

Reporting Procedures

- 16. The Committee shall report to the Board on a regular basis, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.
- 17. Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.
- 18. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings, the recommendations and/or the work done to the Board. At least once annually, the Committee should present a report in writing to the Board addressing the work of the Committee during the year.

Others

- 19. 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 Company and the Exchange.
- 20. Any changes to the terms of reference shall be effective after they have been approved by the Board.

(Amended and adopted by the Company pursuant to the Board's resolutions passed on 26 June 2025)

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.