



WMCH Global Investment Limited
(a company incorporated in Cayman Islands with limited liability)
(Stock Code: 8208)

**NOMINATION COMMITTEE
TERMS OF REFERENCE**

Constitution

1. The board of directors (the “**Board**”) of WMCH Global Investment Limited (the “**Company**” which together with its subsidiaries, the “**Group**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”) with authority, responsibility and specific duties as described below.

Membership and Quorum

2. The Committee shall be appointed by the Board from amongst the directors of the Company (collectively, the “**Directors**” and each a “**Director**”) and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. A quorum shall be two members, one of them should be an independent non-executive Director.
3. The chairman of the Committee shall either be the chairman of the Board or an independent non-executive Director and appointed by the Board.
4. The term of each appointment to the Committee shall be determined by the Board upon appointment.

Duties and Responsibilities

5. The duties and responsibilities of the Committee shall be:
 - (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience and other qualities of Directors) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (b) having regards to the board diversity policy of the Company, 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 assess the independence of independent non-executive Directors, having regard to, among other things, the requirements under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited;
 - (d) 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 (if any) of the Company; and
 - (e) 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 of the Company and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and why they believe the individual should be elected and the reasons why they consider the individual to be independent; (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why they believe 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.

Authority

6. The Committee is authorised by the Board when necessary to seek any information it requires from any employee of the Company and its subsidiaries, to require any of them to prepare and supply information and answer questions raised by the Committee.
7. The Committee is authorised by the Board when necessary to seek outside legal or other independent professional advice in connection with its duties or to perform its responsibilities at the Company's expense.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the secretary of the Committee.

8. The Committee shall be provided with sufficient resources to perform its duties.

Secretary

9. The secretary of the Company (or his delegate) shall act as the secretary of the Committee (the "**Secretary**"). The Committee may, from time to time, appoint any other person with the appropriate qualification and experience as the Secretary. The Secretary or in his/her absence, his/her representative or any one member of the Committee, shall be the secretary of the meeting of the Committee.

Meetings

10. Meetings of the Committee shall be held as and when required or as requested by the chairman of the Committee.
11. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Committee, and to any other person required to attend in relation to all regular meetings of the Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required.
12. The members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
13. Resolutions of the Committee shall be passed with a majority of votes.
14. Resolutions signed by all members will be treated valid as if it is passed in the meeting held by the Committee.
15. Other Board members, apart from the members, have right to attend any Committee meetings. Only members of the Committee shall have the voting powers.

Annual General Meeting

16. The chairman of the Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Committee's activities. If the chairman of the Committee is unable to attend, a member (who must be an independent non-executive Director), or failing this his duly appointed delegate, shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Committee's activities.

Reporting Procedures

17. The Secretary shall keep minutes of each Committee's meeting. Draft and final versions of minutes of the Committee's meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.
18. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, unless a conflict of interest exists or for the reasons mentioned in paragraph 19 herein.

19. After each meeting, the Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Publication of the Terms of Reference

20. The Committee shall make available these terms of reference on request and by including them on the websites of the Company and The Stock Exchange of Hong Kong Limited.
21. The text of this terms of reference of the Committee appears in both English and Chinese languages. In case of discrepancy, the English version shall prevail.

Adopted by the Board on 6 November 2019.