

TS WONDERS HOLDING LIMITED
(the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Adopted by resolutions of the Board of Directors on 20 December 2018

1. CONSTITUTION

1.1 The board of directors (“**Director(s)**”) of the Company (the “**Board**”) resolved to establish a nomination committee (the “**Nomination Committee**”) on 20 December 2018, with effect from the listing date of the Company.

2. FUNCTIONS

2.1 The primary function of the Nomination Committee is to make recommendations to the Board to fill vacancies on the same.

3. MEMBERSHIP

3.1 Members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members and the majority of the members of the Nomination Committee shall be independent non-executive Directors.

3.2 The Board shall have the right to appoint and remove members of the Nomination Committee. The Board shall also have the right to appoint additional members to the Nomination Committee.

4. CHAIRMAN

4.1 The Board shall appoint a chairman (the “**Chairman**”) for the Nomination Committee who is an independent non-executive Director or is the chairman of the Board.

4.2 In the absence of the Chairman at any meeting of the Nomination Committee, the remaining members of the Nomination Committee present at any meeting convened in accordance with these terms of reference shall elect among the remaining members of the Nomination Committee to act as the Chairman.

4.3 The Chairman may be removed at any time by the Board.

4.4 The Chairman, in consultation with the person responsible for human resources and the secretary of the Nomination Committee, should be primarily responsible for drawing up and approving the agenda for each Nomination Committee meeting. The Chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Nomination Committee meeting. The Chairman shall, with the assistance of the person responsible for Human Resources, brief all members on issues arising at each Nomination Committee meeting.

5. SECRETARY

- 5.1 The company secretary or his/her nominee shall act as the secretary of the Nomination Committee.
- 5.2 In the absence of the secretary of the Nomination Committee, the members of the Nomination Committee present at the meeting shall elect another person with appropriate qualification and experience to act as the secretary.
- 5.3 No Director should be involved in and shall abstain from discussion in deciding the nomination of his/her associates.
- 5.4 The Chairman, in consultation with the director responsible for human resources function (the “**Responsible Director**”) and the secretary of the Nomination Committee, should be primarily responsible for drawing up and approving the agenda for each Nomination Committee meeting. The Chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Nomination Committee meeting. The Chairman shall, with the assistance of the Responsible Director, brief all members on issues arising at each Nomination Committee meeting.

6. NOTICE

- 6.1 Unless otherwise agreed in writing by all members of the Nomination Committee, a meeting of the Nomination Committee shall be called by at least seven days’ notice.
- 6.2 A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the secretary to the Nomination Committee shall, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by telex or telegram or facsimile transmission or electronic mail at the telephone or facsimile or address or electronic mail address from time to time notified to the secretary by such member of the Nomination Committee by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 6.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with the meeting papers and other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting shall be sent in full to all members of the Nomination Committee in a timely manner and at least seven days before the intended date of a Nomination Committee meeting or such other period as agreed in writing by all members of the Nomination Committee.

7. QUORUM

- 7.1 The quorum necessary for the transaction of business shall be two. No business shall be transacted at any meeting of the Nomination Committee unless a quorum of members is present at the time when the meeting proceeds to business.

- 7.2 If only two members are present in any meeting of the Nomination Committee, at least one member must be an independent non-executive Director.
- 7.3 Other Directors who are not members of the Nomination Committee shall have the right to attend any meetings of the Nomination Committee, however they shall not be counted in the quorum.
- 7.4 No director should be involved in and shall abstain from discussion in deciding the nomination of his/her associates.
- 7.5 The Nomination Committee may invite any executive Directors, members of senior management or other individuals to attend meetings of the Nomination Committee as it considers appropriate but such executive Directors, members of senior management or other individuals are not entitled to vote at the meetings.
- 7.6 A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.
- 7.7 The members may attend the Nomination Committee meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).

8. ANNUAL GENERAL MEETINGS

- 8.1 The Chairman shall endeavour to attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the Nomination Committee's activities. If the Chairman is unable to attend, a member of the Nomination Committee (who must be an independent non-executive Director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholders' questions on the Nomination Committee's activities.

9. FREQUENCY OF MEETINGS

- 9.1 Meeting of the Nomination Committee shall be held at least once a year and at such other times as the Chairman shall require.

10. MINUTES OF MEETINGS

- 10.1 Minutes of the Nomination Committee should be recorded in sufficient detail regarding the matters considered by the Nomination Committee and decisions reached, including any concerns raised by any member of the Nomination Committee or dissenting views expressed. Drafts and final versions of minutes of the Nomination Committee meetings should be sent to all members of the Nomination Committee for their comment and record respectively, in both cases within a reasonable time after the meeting is held.

10.2 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be made available for inspection by any member of the Nomination Committee and any Director at any reasonable time and on reasonable notice.

11. WRITTEN RESOLUTIONS

11.1 Resolutions may be passed by all members of the Nomination Committee in writing.

11.2 Resolutions of the Nomination Committee shall be passed with a majority of votes.

11.3 Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.

12. DUTIES

12.1 The duties of the Nomination Committee shall include the following:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually or when necessary 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 members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- (c) to assess the independence of the independent non-executive Directors and any proposed independent non-executive Directors;
- (d) to monitor the implementation of Board diversity policy (the "**Policy**"); to review the Policy, as appropriate, monitor its implementation so as to ensure the effectiveness of the Policy; to discuss any revisions that may be required, recommend any such revisions to the Board for consideration and approval, and make disclosure of its summary and the progress of its implementation in the Corporate Governance Report in the annual report of the Company;
- (e) to identify and nominate candidates to fill casual vacancies of the Directors for the Board's approval;
- (f) to ensure that each Director should be nominated by means of a separate resolution in meetings of the Board and/or the general meetings of the Company, as appropriate;
- (g) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board, the chief executive officer and the members of the senior management of the Company;

- (h) to address and deal with such other matters as may be delegated by the Board to the Nomination Committee;
- (i) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (j) to review and monitor the training and continuous professional development of Directors and senior management;
- (k) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (l) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- (m) to review the Company's compliance with the code and disclosure in the Corporate Governance Report in the annual report of the Company;
- (n) to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so;
- (o) to do any such things to enable the Nomination Committee to perform its functions conferred on it by the Board;
- (p) where the Chairman or in the absence of the Chairman, another member of the Committee or failing this his/her duly appointed delegate, should be available to answer questions at the annual general meeting; and
- (q) where the Board proposes a resolution to elect an individual as an independent non executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting: (i) the process used for identifying the individual and why the Board believes he/she should be elected and the reasons why it considers him/her to be independent; (ii) if the proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship, why the Board believes him/her 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 to the Board.

13. REPORTING PROCEDURES

13.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman shall report the findings and recommendations of the Nomination Committee to the Board.

- 13.2 The Chairman, or in the absence of the Chairman, a member of the Nomination Committee or failing this his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions.
- 13.3 The secretary of the Nomination Committee shall record minutes of all duly constituted meetings of the Nomination Committee. All minutes shall be recorded in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.
- 13.4 The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Nomination Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports.
- 13.5 The Nomination Committee should make available these terms of reference by including them on the Stock Exchange's website and the Company's website.

14. AUTHORITY

- 14.1 Management shall be obliged to supply to the Nomination Committee with adequate information in a timely manner to enable it to make informed decisions unless there are legal or regulatory restrictions in doing so. The information supplied must be complete and reliable.
- 14.2 The Nomination Committee shall have access to sufficient resources and is authorized by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to discharge its duties and all employees are directed to cooperate with any request made by the Nomination Committee.
- 14.3 In carrying out its duties, the Nomination Committee, if considered necessary, is authorized by the Board to obtain, at the Company's expense, expert advice from legal or other professional advisors.
- 14.4 The Nomination Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.

15. CONTINUING APPLICATIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

- 15.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Nomination Committee.

16. POWERS OF THE BOARD

16.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke the provisions of these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of the provisions 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 provisions or resolutions had not been amended or revoked.

17. INTERPRETATION

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

“Senior management” refers to the same category of persons as referred to in the Company’s annual report. It is the responsibility of the Directors to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the Directors, is appropriate.