

# **Well Way Group Limited**

## **和 滙 集 團 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock code: 8063)*

**(the “Company”)**

### **Terms of Reference**

#### **for the Nomination Committee**

#### **1. Membership**

- 1.1 The members of the Nomination Committee (the “Member(s)”) shall be appointed by the board of directors (the “Director(s)”) of the Company (the “Board”) from time to time.
- 1.2 The majority of the Members shall be independent non-executive Directors.
- 1.3 The Nomination Committee shall consist of not less than three Members.
- 1.4 The Chairman of the Nomination Committee shall be the Chairman of the Board or an independent non-executive Director and appointed by the Board.

#### **2. Secretary**

- 2.1 The Financial Controller or the Company Secretary of the Company or such other person designated by the Board shall be the secretary of the Nomination Committee.

#### **3. Meetings**

- 3.1 The Nomination Committee may be convened by any Member or by the secretary of the Nomination Committee on the request of a Member. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Nomination Committee may from time to time determine.
- 3.2 The quorum for a meeting of the Nomination Committee shall be at least two-thirds of the Members.
- 3.3 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

- 3.4 Resolutions of the Nomination Committee at any meetings shall be passed by a simple majority of votes of the Members present.
- 3.5 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.6 Other than that stated herein, all provisions of law and of the Company's Articles of Association relating to proceedings of the Board shall apply mutatis mutandis to proceedings of the Nomination Committee.
- 3.7 The secretary of the Nomination Committee shall circulate the full minutes of meetings of the Nomination Committee to all Members in draft for comments as soon as reasonably practicable. Final versions of minutes shall be prepared and sent to all Members and the Board as soon as practicable.

#### **4. Attendance at meetings**

- 4.1 At the invitation of the Nomination Committee, other members of the Board and any other persons may attend all or part of any meeting.
- 4.2 Only Members are entitled to vote at the meetings.

#### **5. Authority**

- 5.1 The Nomination Committee has the authority delegated by the Board to deal with the matters set out in clauses 6.1 to 6.5 below and to seek any necessary information which is within the Nomination Committee's scope of duties, from the employees.
- 5.2 The Nomination Committee is authorised by the Board to obtain independent legal or other independent professional advice if considered necessary to perform its duties at the expense of the Company.
- 5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

#### **6. Responsibility and Powers**

The Nomination Committee shall have the following responsibilities and powers:

- 6.1 to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 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 Committee shall consider candidates on merit and against the object criteria, with due regard for the benefits of diversity on the Board;
- 6.3 to assess the independence of independent non-executive Directors;
- 6.4 to review the Board Diversity Policy, as appropriate; and to review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and to make disclosure of its review results in the Corporate Governance Report annually; and
- 6.5 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

## **7. Reporting procedures**

- 7.1 The Nomination Committee shall report to the Board after each meeting.

*(Adopted by the Board on 5 January 2012 and revised by the Board on 29 August 2013)*