

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6083)

(the “Company”)

NOMINATION COMMITTEE — TERMS OF REFERENCE

(Adopted by a resolution of the Board passed on 16 December 2015 and revised by the Board with effect from 15 November 2017 and 16 April 2019 respectively.)

1. MEMBERSHIP

- 1.1 The nomination committee (the “**Committee**”) shall comprise three directors appointed by the board of directors (the “**Board**”) from time to time. The majority of the members of the Committee shall be independent non-executive directors (the “**INEDs**”) of the Company.
- 1.2 The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED of the Company.
- 1.3 The company secretary shall be the secretary of the Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Nomination Committee and take minutes.

2. FREQUENCY AND PROCEEDINGS OF MEETINGS

- 2.1 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.
- 2.2 The Committee shall hold at least one regular meeting in a year. Additional meetings shall be held as and when required.
- 2.3 The chairman of the Committee may convene additional meetings at his discretion.
- 2.4 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any member thereof.

- 2.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and accompanying supporting papers, shall be forwarded to each member of the Committee, the chief executive officer of the Company, the chief financial officer of the Company, any other person required to attend and all other executive and non-executive directors of the Company, at least three working days prior to the date of the meeting (or such other period as the members may agree).
- 2.6 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.
- 2.7 The quorum of a meeting shall be two members of the Committee and one of them must be an INED of the Company. A duly convened meeting of the 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 Committee.
- 2.8 Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 2.9 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- 2.10 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.
- 2.11 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board.
- 2.12 Full minutes of the meetings of the Committee should be kept by the company secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

2.13 With consent by all members of the Committee and without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), resolutions of the Committee could be passed by written resolutions and adopted by all members of the Committee.

2.14 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

3. DUTIES, POWERS AND FUNCTIONS

3.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).

3.2 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:

- (a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually 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 Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) To assess the independence of INEDs of the Company with reference to the Listing Rules, in particular Rule 3.13 thereof; and
- (d) To make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman of the Board and the chief executive officer.

- 3.3 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 Stock Exchange's website and the Company's website.
- 3.4 The Committee should be provided with the sufficient resources to perform its duties and authorised to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers necessary.
- 3.5 Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it 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 the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes 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.
- 3.6 The Committee should monitor the implementation of the Board diversity, review the Board diversity policy and discuss on any revisions that may be required, and recommend any such revisions to the Board for approval; and
- 3.7 The Committee should disclose the policy for nomination of directors (including the nomination procedures, criteria for selection, recommendation of candidates for directorship, and the diversity policy) in the summary of work performed by the Committee in the corporate governance report.

4. REPORTING PROCEDURES

4.1 The Company shall report directly to the Board on the 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).

4.2 Chairman of the Committee who chair the meetings or other member of the committee who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

5. INTERPRETATION

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

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