

WINTO GROUP (HOLDINGS) LIMITED
(the “Company”)
TERMS OF REFERENCE AND MODUS OPERANDI OF
NOMINATION COMMITTEE
(the “Committee”)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors (“**the Board**”) from time to time, the majority of whom shall be independent non-executive directors under the Rules Governing the Listing of Securities on the Growth Enterprises Market of The Stock Exchange of Hong Kong Limited.
2. The Board shall designate one of the members of the Committee who shall be the chairman of the Board or an independent non-executive director as the Committee’s chairman.
3. The Company Secretary or his nominee shall act as the Committee’s secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two Committee members.
7. Proceedings of the Committee’s meetings shall be governed by the articles of association of the Company (as amended from time to time).

Duties, powers and functions

8. The Committee shall —
 - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy and a policy concerning diversity of the Board members and disclose the policy concerning diversity of the Board members or a summary of such policy in the corporate governance report; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge, experience 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;
 - (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

- (iii) assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (iv) make recommendations to the Board on the appointment or re-appointment of directors and the relevant matters relating to the succession planning for directors, in particular the chairman, the chief executive as well as the senior management;
 - (v) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vi) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulations.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

Minutes and records

11. Full minutes of the meetings of the Committee should be kept by the secretary of the Committee.
12. Draft and final versions of the minutes of the Committee should be circulated to all member of the Committee for their comment and records respectively within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
13. The secretary of the Committee shall record individual attendance of members of the Committee, on a named basis, at meetings.

Publication of the terms of reference of the Committee

14. The Committee shall make available its terms of reference at the websites of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the Company.