

Wing Tai Properties Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

(the “**Company**”)

Terms of Reference of Nomination Committee

A. Functions and Objectives

The Nomination Committee (the “**Committee**”) was established by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on 1 February 2013 with a view to:-

1. complying with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
2. assisting the Board in formulating the policy for the nomination of the Directors and the policy for board diversity; and
3. making recommendations to the Board on nominations, appointment or re-appointment of the Directors and Board succession.

B. Composition

1. All members of the Committee (including the Chairman of the Committee) (the “**Members**”) shall be appointed by the Board.
2. The Committee shall consist of not less than three Members with at least one Member of a different gender and a majority of them shall be independent non-executive Directors.
3. The Chairman of the Committee shall be either an independent non-executive Director or the Chairman of the Board.
4. The Company Secretary of the Company or his or her nominee, or such other person appointed by the Committee shall be the secretary of the Committee (the “**Committee Secretary**”).

C. Meetings

1. The Committee shall meet at least once a year. Additional meetings shall be held as or when the circumstances so warrant. The Members may participate in a meeting by electronic means of communication through which all persons participating therein can communicate with each other.
2. The quorum of a meeting of the Committee shall be two Members and one of them must be an independent non-executive Director.
3. Only Members are entitled to vote at meetings of the Committee.
4. A resolution in writing signed by all of the Members shall be as valid and effectual as if a resolution had been passed at a meeting of the Committee duly convened and held.
5. The Chairman of the Committee may invite external advisers or consultants or any other persons to attend meetings of the Committee.
6. Full minutes of meeting of the Committee shall be prepared and kept by the Committee Secretary. Draft and final versions of those minutes shall be circulated to all Members for their comments and records respectively within a reasonable time after the meeting concerned.

D. Representation at Annual General Meetings of the Company

The Chairman of the Committee or in his absence, the Chairman of the Board, or in his absence, the Committee Secretary shall attend the Company's annual general meetings to answer its shareholders' questions on the Committee's activities.

E. Duties and Functions

The Committee shall:-

1. review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;
2. determine the policy, criteria and procedures for the nomination of Directors, and identify individuals suitably qualified to become Board members for the Board's consideration;
3. assess the independence of independent non-executive Directors;
4. make recommendations to the Board on the appointment or reappointment of the Directors and succession planning for the Directors, in particular the chairman and the chief executive of the Company;
5. review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities;
6. support the Company's regular evaluation of the Board's performance;
7. review (i) the board diversity policy of the Company (the "**Board Diversity Policy**"), as appropriate; (ii) the measurable objectives that the Board has set for implementing the Board Diversity Policy; and (iii) the progress on achieving those objectives from time to time and make disclosure of the result of such reviews in the Company's corporate governance report on annual basis;
8. do any such things to enable the Committee to discharge its duties and functions conferred on it by the Board; and

9. conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the bye-laws of the Company or imposed by legislation.

F. Reporting Procedures

The Committee shall report its activities, findings and recommendations to the Board on a regular basis. The Chairman of the Committee or his/her delegate shall brief the Board of the discussions, findings and/or recommendations of a Committee meeting at the Board meeting which is held next following that Committee meeting.

G. Authority

The Committee shall be provided with sufficient resources to carry out its duties. Where necessary, the Committee should seek independent professional advice at the Company's expense, to carry out its duties and discharge its responsibilities.

*(Amended and adopted by the Board on
and with effect from 21 August 2025)*