



**Wise Living Technology Co., Ltd**  
**慧居科技股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*

**(Stock code: 2481)**

**Terms of Reference of  
the Nomination Committee of the Board of Directors**

**WISE LIVING TECHNOLOGY CO., LTD**  
**(the “Company”)**

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**Terms of Reference of the Nomination Committee (the “Committee”)  
of the Board of Directors (the “Board”) of the Company**

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**1. Constitution**

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 29 May 2023.

**2. Membership**

Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of whom shall be independent non-executive directors.

The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.

- 2.3 The company secretary of the Company shall be the secretary of the Committee.
- 2.4 The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

**3. Proceedings of the Committee**

**3.1 *Notice:***

- (a) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice of meeting shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (b) Any notice given orally shall be confirmed in writing as soon as practicable (and before the meeting).
- (c) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for the agenda of all other meetings of the Committee and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.
- 3.3 **Frequency:** Meetings shall be held at least once every year. A meeting shall be convened if necessary or upon the request of the chairman of the Committee.
- 3.4 **Mode of participation:** Meetings can be held in person, by telephone or by video conference. Members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 **Voting:** Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present. In the case of an equality of votes, the chairman of the Committee shall have a second or casting vote.

#### 4. Written resolutions

- 4.1 Resolutions may be passed by Committee members in writing.

#### 5. Alternate Committee members

- 5.1 A Committee member may not appoint any alternate.

#### 6. Authority of the Committee

- 6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties and require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or re-appointment as directors;
- (c) to obtain external legal or other independent professional advice on or assistance to any matters within these terms of reference at the cost of the Company, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

- (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board on any changes it considers necessary; and
- (e) such powers as the Committee may consider necessary and expedient so that its duties under section 7 can be properly discharged.

6.2 The Committee should be provided with sufficient resources to perform its duties.

## 7. Duties

7.1 The duties of the Committee shall be:

- (a) to review and make recommendations to the structure, size, composition and diversity (including but not limited to 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 strategies, business operation and shareholding structure;
- (b) to determine the policy for the nomination of directors and senior management, identify individuals suitably qualified to become directors and select or make recommendations to the Board on the relevant individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of the independent non-executive directors;
- (d) to determine the diversity policy on the Board, and to review the Board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board diversity policy and the progress on achieving the objectives to ensure the continued effectiveness of the Board diversity policy; and make disclosure of a summary of the Board diversity policy together with its review results and the rationale for the factors used for determining the degree of diversity of the Board in the Corporate Governance Report annually;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer (if applicable); and
- (f) to perform other duties incidental to the duties of the Committee delegated as appropriate by the Board or as stipulated in the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other relevant laws and regulations from time to time.

## **8. Reporting procedures**

- 8.1 Full minutes of the meetings of the Committee and written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the Committee meetings or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

## **9. Continuing application of the Articles of Association of the Company (the “Articles of the Company”)**

- 9.1 The Articles of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

## **10. Powers of the Board**

- 10.1 The Board may, subject to compliance with the Articles of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke the terms of reference and resolutions passed by the Committee provided that no amendments to and revocation of such terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolutions of the Committee which would have been valid if such act had not been taken.

## **11. Annual general meeting**

- 11.1 The chairman of the Committee shall attend the annual general meeting of the Company and be prepared to respond to any shareholder questions on the Committee’s activities.
- 11.2 If the chairman of the Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder questions on the Committee’s activities.

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