

**Wealthink AI-Innovation Capital Limited**

**("Company")**

---

**Terms of Reference of the Nomination Committee ("Committee")**

**(Adopted pursuant to a resolution passed on 12 January 2012)**

---

**1. Constitution**

- 1.1 The first Committee was established pursuant to a resolution passed by the board ("**Board**") of directors of the Company ("**Directors**") at its meeting held on 12 January 2012.

**2. Membership**

- 2.1 The Committee shall consist of not less than three members appointed by the Board from time to time.
- 2.2 The Committee shall be chaired by the chairman of the Board and comprising a majority of independent non-executive director ("**INEDs**").
- 2.3 The company secretary of the Company or such other person appointed by the Board from time to time shall act as the secretary of the Committee.

**3. Frequency and proceedings of meetings**

- 3.1 The Committee shall meet at least once every year.
- 3.2 The quorum of a meeting shall be two members of the Committee and majority present shall be INEDs.
- 3.3 Proceedings of meetings of the Committee shall be governed by the provisions of Article 140(a) of the articles of association of the Company ("**Articles**").

**4. Duties and authorities**

- 4.1 The Committee shall:
- (a) 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) 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) assess the independence of INEDs;
- (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive of the Company;
- (e) where necessary, seek independent professional advice, at the Company's expense, to perform its responsibilities;
- (f) be provided with sufficient resources to perform its duties;
- (g) do any such things to enable it to perform its duties conferred on it by the Board; and
- (h) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by legislation.

## **5. Reporting Procedures**

- 5.1 The Committee shall report back to the Board on their decisions or recommendations after the meeting, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

## **6. Miscellaneous**

- 6.1 This terms of reference of the Committee was adopted by passing of the relevant resolutions by the Board on 12 January 2012 and shall have immediate effect.