WORLDGATE GLOBAL LOGISTICS LTD
盛良物流有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

Nomination Committee – Terms of Reference ("Terms of Reference")

(Revised and adopted by the Board effective on 22 August 2025)

I. Establishment

1. The board (the "Board") of directors of the Company (the "Directors") has resolved to establish a committee of the Board known as the Nomination Committee (the "Committee").

II. Membership

2. The members of the Committee shall be appointed by the Board from time to time amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors, with at least one member of a different gender. A quorum shall be two members.

3. The chairman of the Committee shall be either the Chairman of the Board or an independent non-executive Director who is a member of the Committee appointed by the Board.

III. Frequency of meetings

4. The Committee shall meet at least once a year. Additional meetings should be held if the Committee shall so request.

IV. Voting

5. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman of the meeting who shall be the chairman of the Committee (or, in his/her absence, any one member of the Committee who: (a) is an independent non-executive Director; (b) is present thereat; and (c) is elected by the members present to chair the meeting) shall have a second or casting vote.

V. Resolutions in writing

6. A resolution in writing signed by all of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.

VI. Authority

7. The Committee shall report directly to the Board.

8. The Committee is authorised by the Board to obtain outside legal or other independent professional advice to perform its duties and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

9. The Committee shall be provided with sufficient resources to perform its duties.

VII. Duties

10. The duties of the Committee shall include the following aspects:

    (a) to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, diversity profile and length of service) 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 Company's corporate strategy;

    (b) to review the implementation and effectiveness of mechanisms to ensure the Board has access to independent views and opinions;

    (c) 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;

    (d) to assess the independence of independent non-executive Directors in accordance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and whether the candidates would be considered independent with references to the independence guideline set out in the GEM Listing Rules;

    (e) to make recommendations to the Board on the appointment or re-appointment of Directors;

    (f) to support the regular evaluation of the performance of the Board;

    (g) to review the board diversity policy and nomination policy (the "Policies") as appropriate; monitor the implementation of the Policies and review the measurable objectives set by the Board for implementing the Policies, and the progress of achieving the objectives; and make disclosure of its review results and report on the Board's composition under diversified perspectives in the Corporate Governance Report annually;

(h) to review annually the time commitment required of Directors and to evaluate whether Directors have committed adequate time to discharge their responsibilities; and

(i) to review succession planning for Directors, in particular, the chairman of the Board and the chief executive of the Company as well as for the senior management of the Company, after taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

VIII. Reporting procedures

11. Without prejudice to the generality of the foregoing, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the chairman of the Committee or any such other person designated by the Committee.

12. The company secretary of the Company (the "Company Secretary") shall be the secretary of the Committee, and, in the absence of the Company Secretary, any such other person as may from time to time be nominated by the Company Secretary, subject to the approval of the Committee, shall act as secretary of the Committee.

13. The secretary of the Committee shall circulate (i) the draft and final versions of the minutes of the meetings to all Committee members for their comment and records respectively within a reasonable time after the meetings; and (ii) the minutes of the meetings and reports of the Committee to all members of the Board.

IX. Publication of these Terms of Reference

14. Terms of Reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Note: If there is any inconsistency between the English and Chinese versions of these Nomination Committee – Terms of References, the English version shall prevail.