



新世界百貨中國有限公司

New World Department Store China Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 825)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Constitution

The board (the “**Board**”) of directors (the “**Directors**”) of New World Department Store China Limited (the “**Company**”) resolved on 28 February 2012 to establish a committee of the Board known as the Nomination Committee (the “**Committee**”).

Membership

1. The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members.
2. A majority of the members of the Committee should be independent non-executive Directors.
3. The chairman of the Committee shall be the chairman of the Board or an independent non-executive Director.

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year.
5. Meetings of the Committee shall be convened by its chairman or at the request of the Board.
6. A quorum shall be two-third of the members of the Committee.

Authority

7. The Committee is authorised by the Board to review, assess and make recommendations upon any issue within these terms of reference.
8. The Committee is authorised by the Board, and at the expense of the Company, to seek independent professional advice to perform its responsibilities where necessary. Such expenditure shall be within limits agreed by the Board.
9. The Committee should be provided with sufficient resources to perform its duties.

Duties

10. The duties of the Committee shall include:

- (a) to 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 corporate strategy of the Company;
- (b) to 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 taking into account the challenges and opportunities the Company faces and the skills and expertise the Company needs, with due regard to the diversity policy of the Company;
- (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 review the nomination policy of the Company and make recommendations on any proposed revisions to the Board;
- (e) to assess the independence of the independent non-executive Directors;
- (f) to review, as appropriate, the implementation and effectiveness of the board diversity policy of the Company and the measurable objectives that the Board has set for implementing such policy, and the progress on achieving said objectives; and make appropriate disclosures of its review results in the annual corporate governance report of the Company; and
- (g) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or applicable laws.

Reporting Procedure

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

28 June 2024