



CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED

周生生集團國際有限公司*

(“Company”)

(Incorporated in Bermuda with limited liability)

Stock code: 116

NOMINATION COMMITTEE - TERMS OF REFERENCE

1. Constitution

The Nomination Committee (“Committee”) is established pursuant to a resolution passed by the Board at its meeting held on 17 June 2005.

2. Functions and Objectives

The Committee is responsible for reviewing the constituency of the Board, making recommendations on the procedures and criteria for appointment of directors and implementing those that are adopted by the Board.

3. Membership

Members of the Committee (“Member(s)”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of which shall be Independent Non-Executive Directors (“INED(s)”). The Chairman of the Committee shall be appointed by the Board. Member may not appoint alternate.

4. Proceedings of the Committee

- 4.1 Unless otherwise specified hereunder, the provisions contained in the Company’s Bye-Laws (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.
- 4.2 The Committee shall meet at least once a year. Additional meetings of the Committee may be held as and when required.
- 4.3 Unless otherwise agreed by all Members, a meeting shall be called by at least 7 days’ notice. Member may request at any time to summon a Committee meeting.
- 4.4 The quorum for meetings of the Committee meeting shall be two INEDs.
- 4.5 Members or other attendees may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the Members may agree.
- 4.6 Agenda and accompanying supporting papers shall be sent to all Members and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the Members may agree).
- 4.7 The Company Secretary of the Company, or, in the absence of the Company Secretary, his/her delegates or a Member shall act as the secretary of the Committee, and must ensure that full minutes are kept of all meetings.

* For identification purpose only

5. Written resolutions

Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), written resolution may be passed and adopted by all Members.

6. Authority

The Committee may, subject to the prior approval of the Board, obtain outside independent professional advice at the Company’s expense or any other assistance and conduct interviews with prospective candidates for nomination.

7. Duties

The duties of the Committee shall include:

- 7.1 to propose a set of personal attributes to the Board which when adopted by the Board shall form the basis of evaluation of candidates for directorship;
- 7.2 to propose a set of procedures for handling nominations for the Board’s approval;
- 7.3 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 Group’s corporate strategy;
- 7.4 to receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board’s compositional requirements and the suitability of the nominees;
- 7.5 to identify and make recommendations to the Board on suitable individuals to fill Board vacancies or as additional directors when it identifies a need;
- 7.6 to assess the independence of INEDs;
- 7.7 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for Directors, the Chairman and the Chief Executive; and
- 7.8 to monitor the implementation of the Board Diversity Policy and review such policy, as appropriate, to ensure the effectiveness of the Board Diversity Policy.

8. Reporting procedures

- 8.1 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 restriction on disclosure due to regulatory requirements).
- 8.2 Minutes of meetings and written resolutions of the Committee shall be circulated to all members of the Board.

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Last update: 31 January 2023