



**PCD STORES (GROUP) LIMITED**

中國春天百貨集團有限公司\*  
(THE “COMPANY”)

*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 331)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**Purpose**

1. The purpose of the Nomination Committee is to identify and recommend to the board of directors (the “**Board**”) appropriate candidates to serve as directors of the Company, to evaluate the structure and composition of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

**Membership**

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of not less than three directors, a majority of which shall be independent non-executive directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
3. The Board shall appoint one member of the Nomination Committee who is either an independent non-executive director, or the chairman of the Board as the chairman (the “**Chairman**”).

**Secretary**

4. The Company’s company secretary shall be the secretary (the “**Secretary**”) of the Nomination Committee.
5. In the absence of the Secretary, the members present at the meeting of the Nomination Committee shall elect any member present or any person present to take minutes for the meeting.

**Meetings**

6. The Nomination Committee shall meet at least once annually (the “**Regular Meeting**”), or more frequently if circumstances require.
7. A meeting of the Nomination Committee may be convened by any of its members, or by the Secretary at the request of any of the members of the Nomination Committee.

8. Unless otherwise agreed by the members of the Nomination Committee, notice of at least 3 days shall be given of a Regular Meeting. For all other meetings of the Nomination Committee, reasonable notice shall be given.
9. Members of the Nomination Committee may attend meetings of the Nomination Committee in person or through other electronic means of communication.
10. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
11. The quorum for a meeting shall be two members of the Nomination Committee, of which one has to be an independent non-executive director.
12. Unless otherwise specified hereunder, proceedings of meetings of the Nomination Committee shall be governed by the provisions contained in the Company's Articles of Association as amended from time to time for regulating the meetings and proceedings of directors.
13. Minutes of meetings (both draft and final versions) of the Nomination Committee and the records of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Nomination Committee for their review and records within a reasonable time after the conclusion of the meeting. Final minutes shall be kept by the Secretary and shall be made available for inspection by any member of the Nomination Committee or any director of the Company at any reasonable time.

#### **Authority**

14. The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisers at the expense of the Company where necessary.
15. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

#### **Duties**

16. The Nomination Committee shall perform the following duties:
  - (a) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
  - (c) to identify individuals who are qualified/suitable to become a member of the Board and to 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 to determine their eligibility; and
- (e) 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.

### **Reporting Procedures**

17. The Nomination Committee shall report to the Board on a regular basis.