ESPRIT HOLDINGS LIMITED

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

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

2. DUTIES

The Nomination Committee is responsible for the following (as may from time to time be varied or supplemented by the Board):

(a) To review the structure, size and composition (including gender, balance of skills, knowledge, experience and diversity of perspectives) 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 regularly review and monitor the implementation of the board diversity policy to ensure its effectiveness.

(c) To identify individuals suitably qualified to become Board member(s) and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider the candidates on merit and contribution the candidate will bring to the Board with due regard to the board diversity policy.

(d) To assess the independence of the Independent Non-executive Directors of the Company.

(e) To make recommendations to the Board the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman of the Board and the Chief Executive Officer, and the Nomination Committee shall take into account the challenges and opportunities facing the Company and therefore, what skills and expertise are needed on the Board in the future.

(f) To keep under review the leadership needs of the organization, both Executive Directors and Non-executive Directors, with a view to ensuring the continued ability of the organization to compete effectively in the market place, and in this connection, to keep up -to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

(g) To make recommendations to the Board concerning membership of the Audit Committee, the Remuneration Committee, and the Risk Management Committee in consultation with the respective chairmen of those committees.

(h) To support the Company's regular evaluation of the Board's performance.

3. MEMBERSHIP

(a) The Nomination Committee shall be chaired by the Chairman of the Board or an Independent Non-executive Director.

(b) The members of the Nomination Committee shall be appointed by the Board from amongst the Directors and shall comprise not less than three directors, the majority of which should be Independent Non-executive Directors. At least one of the members shall be of a different gender.

(c) Appointments to the Nomination Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

(d) The Chairman of the Nomination Committee shall chair the Nomination Committee meetings. In the absence of the chairman of the Nomination Committee, the remaining members present shall elect one of themselves to chair the meeting.

4. SUPPORT FROM THE COMPANY

The Nomination Committee is authorised by the Board to utilize all such resources as are required for it to perform its duties and to have access to independent professional advice at the Company's expense if considered necessary.

5. MEETING

(a) Notice

(i) Meetings of the Nomination Committee shall be summoned by the Chairman of the Nomination Committee or the company secretary or a person designated by the company secretary at the request of any of its members.

(ii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, and any person required to attend, at least 3 days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

(iii) Only members of the Nomination Committee have the right to attend Nomination Committee meetings. However, other individuals such as the chairman of the Board, the chief executive officer, the Head of Human Resources and external advisers, may be invited to attend for all or part of any meeting, as and when appropriate.

(iv) If the Chairman of the Board or the Chief Executive Officer acts as chairman of the Nomination Committee, he shall not chair the Nomination Committee meeting when it is dealing with the matter of succession to the chairmanship or the position of chief executive officer.

(**b**) **Quorum**

The quorum necessary for the transaction of the business of the Nomination Committee shall be two, at least one of which must be an Independent Non-executive Director. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

(**c**) **Participation**

Members may participate in any meeting of the Nomination Committee by means of a conference telephone or other communication equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

(**d**) **Frequency of Meetings**

The Nomination Committee shall meet at least once a year and at such other times as any member of the Nomination Committee shall require.

(**e**) **Voting**

Resolution of the Nomination Committee at any meetings shall be passed by a majority of votes of the members of the Nomination Committee present. In the case of any equality of votes, the chairman of the Nomination Committee shall has a casting vote.

(**f**) **Minutes of Meeting**

(i) The company secretary or a person designated by the company secretary shall be appointed by the Nomination Committee to act as its secretary and the secretary shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.

(ii) Minutes of Nomination Committee meeting shall be circulated promptly to all members of the Nomination Committee.

6. ANNUAL GENERAL MEETING

The Chairman of the Nomination Committee (or if he is not able to attend, his delegate who must be a member of the Nomination Committee) shall attend the annual general meeting and be prepared to respond to any questions from shareholders with respect to the activities of the Nomination Committee.

7. REPORTING PROCEDURE TO THE BOARD

(a) The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any areas within its remit where action or improvement is needed, and it shall compile a report on its activities for the Board to consider in the context of preparing the Company's annual report.

(b) The minutes discussed and approved by the Nomination Committee will be made available to the Board. In addition, the Nomination Committee will report formally to the Board in respect of its decisions and/or recommendations, or any significant matters of interest, after each meeting in case these matters are not sufficiently covered in the minutes or should be reported upon before the minutes are circulated.

(c) The delegation to the Nomination Committee is always subject to compliance with the applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

8. NOMINATION POLICY

The provisions set out in the above paragraphs 2(a), 2(c) and 2(e) are regarded as the key nomination criteria and principles of the Company for nomination of directors of the Board, and these provisions constitute the "Nomination Policy" of the Company.

(Updated on 15 August 2025)