# NEW TIMES CORPORATION LIMITED
# 新時代集團控股有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00166)**

## Nomination Committee - Terms of Reference

1. Membership

1.1 The members of the Nomination Committee (the "Committee") shall be appointed by the Board of Directors (the "Board") of New Times Corporation Limited (the "Company") and shall have a minimum of three members. The majority of the Committee shall be independent non-executive directors and at least one director of a different gender.

1.2 The Board shall appoint the chairman of the Committee (the "Chairman") who shall be the chairman of the Board or an independent non-executive Director. Chairman has the responsibility of liaising with the Board and shall chair the meetings of the Committee.

2. Quorum and voting at meeting

2.1 A quorum shall be two members. If only two members are in attendance, both members shall be independent non-executive Directors. If more than two members are in attendance, a majority of the members shall be independent non-executive Directors.

2.2 Questions arising at any meetings shall be decided by a simple majority of votes.

3. Attendance at meetings

3.1 Committee's members, chairman of the Board, other members of the senior management of the Company if deemed appropriate and invited by the Committee may attend the meeting. Attendance of meeting may either attend in person or through other electronic means of communication.

3.2 The company secretary shall be the secretary of the Committee (the "Secretary"). Where the company secretary is also an executive Board member, the company secretary can only attend meetings of the Committee in the capacity as a company secretary, and not as an executive Board member.

4. Frequency of meetings

4.1 At least one meeting of the Committee will be held each year provided that any ad hoc meeting shall be convened as and when deemed necessary.

5. Notice of meetings

5.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, shall be sent to each member of the Committee, and to any other person required to attend in relation to all regular meetings of the Committee, at least 7 days before the date of the meeting.

* *For identification purpose only*

5.2 An agenda of items to be discussed, together with supporting papers shall be sent to Committee members and to other attendees as appropriate within a reasonable time prior to the date of the meeting.

5.3 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

5.4 Any member of the Committee shall be entitled, by notice to the Secretary, to include other matters relevant to the functions of the Committee in the agenda of a meeting of the Committee.

6. Minutes and records

6.1 The Secretary in attendance at the meeting of the Committee shall prepare minutes in sufficient detail in respect of the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed. Draft and final versions of the minutes should be sent to all committee members for their comment and records within a reasonable time after the meeting.

6.2 Written Resolutions may be passed by all Committee members in writing.

6.3 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

7. Authority

The Committee may exercise the following powers:

7.1 to investigate any activity within its terms of reference;

7.2 to seek any information it requires from any employee of the Company and all such employees are directed to co-operate with any request made by the Committee;

7.3 subject to the Company's procedure for seeking external advice, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

8. Duties

The duties of the Committee shall be:

8.1 to review the structure, size and composition and diversity of the Board at least annually, based on factors including gender, age, cultural and educational background, ethnicity, professional or industry experience, skills, knowledge and length of service and make recommendations or any proposed changes to the Board to complement the Company’s corporate strategy;

8.2 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;

8.3 to assess the independence of independent non-executive directors;

8.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and chief executive;

8.5 to review the Board Diversity Policy, recommend any proposed changes to the Board and prepare relevant disclosure for inclusion in the Company's corporate governance report; and

8.6 to do any such things to enable the Nomination Committee to perform its powers and functions conferred on it by the Board.

9. Reporting responsibilities

9.1 After each meeting, the Chairman shall report formally to the Board on all matters within its duties and responsibilities.

9.2 The Committee shall make whatever recommendations it deems appropriate to the Board on any area within its remit where action or improvement is needed.

9.3 The Committee shall, with the assistance of Secretary, compile a report to the Shareholders on its role and activities will be included in the Company's Corporate Governance Report.

10. Others

10.1 The Committee shall have access to sufficient resources in order to perform its duties. In the event that the Committee determines that it has insufficient resources, it may make a request for additional resources to the Board through the Secretary.

10.2 All members of the Committee shall have access to the advice and services of the Secretary with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.

10.3 Every member of the Committee shall give sufficient time and attention to his/her duties as a member of the Committee. He/she shall give the Company the benefit of his skills and expertise through regular attendance and active participation.

10.4 The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.

Updated on 30 September 2025