Cosmo Lady (China) Holdings Company Limited
都市麗人(中國)控股有限公司

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(Amended and restated on 23 December 2025)

Constitution

1. The nomination committee (the "**Committee**") is established pursuant to a resolution passed by the board of directors (the "**Board**") of Cosmo Lady (China) Holdings Company Limited (the "**Company**") on 9 June 2014.

Membership

2. The Committee shall be appointed by the Board and shall consist of not less than three members and a majority of whom should be independent non-executive directors of the Company ("**INEDs**"). Among the members of the Committee, there shall be at least one director of a different gender.

3. The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED. In the absence of the chairman, the remaining members present shall elect one of themselves to chair the meeting.

Secretary

4. The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary, the remaining members present shall elect one of themselves or appoint another person as the secretary for that meeting.

Meetings

5. The Committee shall meet at least once a year. Additional meetings may be held as and when required.

6. A meeting of the Committee may be convened by any of its members through the company secretary.

7. The quorum of a meeting shall be two members of the Committee (at least one of whom should be an INED).

8. Only members of the Committee have the right to attend Committee meetings. Other persons including but not limited to any director, management, external advisor or consultant may be invited by the Committee to attend for all or part of any meeting as and when appropriate.

9. Meetings of the Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.

10. Members must abstain from voting in respect of any resolution which he is an interested party.

11. Full minutes of the Committee should be kept by the secretary of the Committee.

Authority

12. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time).

13. The Committee is authorized by the Board to seek any information it requires from the management of the Company in order to perform its duties.

14. The Committee is authorized by the Board to obtain outside legal or any other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Duties and Functions

15. The duties and functions of the Committee shall include such duties and functions set out in the relevant code provisions of the CG Code. Without prejudice to the foregoing, the Committee shall be:

    (a) to review the structure, size and composition and the balance of skills, knowledge, experience and diversity of perspective of the Board on an annual basis and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (b) to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships, based on merit and having due regards to the Company's board diversity policy (the "**Board Diversity Policy**") and other factors which may be relevant to the Company;

    (c) to assess the independence of INEDs;

    (d) 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 officer; and

(e) to develop, review, implement and monitor, as appropriate, the policy for the nomination of directors (the "**Nomination Policy**") and make recommendations to the Board for consideration and approval;

(f) to produce and approve disclosure statements in relation to the Committee, the Nomination Policy and the Board Diversity Policy and its work as required by applicable laws and rules where necessary;

(g) to implement and review the Board Diversity Policy; recommend any revisions of the Board Diversity Policy to the Board; review the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives; and disclose in the Company's corporate governance report annually (i) the Board Diversity Policy or a summary of such policy, which should include information on measurable objectives (e.g. numerical targets and timelines) that it has set for the promotion of gender diversity on its Board and the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve gender diversity, and (ii) the results of the Company's review of the implementation of its Board Diversity Policy conducted during the year (including progress towards the Company's objectives and how the Company has arrived at its conclusion);

(h) to review the Company's policy on diversity in the workforce (including senior management) (the "**Workforce Diversity Policy**") and disclose in the Company's corporate governance report annually the Workforce Diversity Policy or a summary of such policy, including any plans or measurable objectives (e.g. numerical targets and timelines) the Company has set for achieving gender diversity, and progress on achieving those objectives;

(i) to review and disclose the Nomination Policy implemented, as appropriate, and a summary of the work during the year in the Company's corporate governance report annually. The Nomination Policy shall set out, *inter alia,* the nomination procedures, process and criteria to select and recommend candidates for directorship during the year; and

(j) to conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Listing Rules or applicable laws.

Reporting Procedures

16. The Committee shall report directly to the Board on its findings, decisions and/or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings, decisions and/or recommendations of the Committee to the Board. The company secretary shall also circulate the minutes of meetings, reports and/or written resolutions (if any) of the Committee to all members of the Board.

Revised on 23 December 2025