世紀金花

CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

Terms of Reference for the Nomination Committee

1. Membership

1.1 Members of the Nomination Committee (the "Committee") shall be appointed by the board of directors (the "Board") of the Company. The Committee shall consist of not less than 3 members and the majority of whom should be independent non-executive directors, with at least one director of a different gender.

1.2 The Board shall appoint the Committee chairman who shall be the chairman of the Board or an independent non-executive director (the "Committee Chairman"). In the absence of the Committee Chairman, the remaining members present shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive director) to chair the meeting.

2. Quorum

2.1 The quorum necessary for the transaction of business shall be 2 and one of them must be independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.

3. Meetings

3.1 The Committee shall meet at least once a year or at such other times as the Committee Chairman shall require.

4. Annual General Meeting

4.1 The Committee Chairman, or in his absence, another member of the Committee, or failing this his duly appointed delegate shall attend the Annual General Meeting of the Company prepared to respond to any shareholder questions at the meeting.

5. Duties

The Committee shall:

5.1 review the structure, size and composition (including the skills, knowledge and experience) 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.

5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

5.3 assess the independence of independent non-executive directors and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

5.4 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.

5.5 support the Company's regular evaluation of the Board's performance.

6. Authority

6.1 The Company shall provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

(amended on 26 March 2026)