

# **HIGH FASHION INTERNATIONAL LIMITED**

## **Terms of Reference of Nomination Committee**

(Adopted by the Board in March 2012 and last reviewed in December 2018, March 2023 and August 2025)

### **A. Membership**

- A.1 Members of Nomination Committee shall be appointed by the Board. The Nomination Committee shall consist of a minimum of three members, a majority of whom are Independent Non-executive Directors and at least one Member of a different gender.
- A.2 The Board shall appoint the Chairman of the Nomination Committee who shall be the Chairman of the Board or an Independent Non-executive Director appointed by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of the members to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matters of his own appointment and succession to the chairmanship.

### **B. Nomination Committee meetings**

- B.1 The meetings and proceedings of the Nomination Committee shall be governed by the provisions contained in the Bye-Laws for regulating the meetings and proceedings of directors.
- B.2 The quorum of Committee meeting shall be two members.
- B.3 The Company Secretary or his/her nominee shall be the secretary of the Nomination Committee.
- B.4 Notice of each meeting confirming the venue, time and date, shall be forwarded to each member of the Committee and any other person required to attend at least 14 days before the date of the meeting.
- B.5 Full minutes of the Nomination Committee meetings should be kept by the Committee's secretary and such minutes should be open for inspection at any reasonable time on reasonable notice by any member or director. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all Committee members for their comments and records within a reasonable time after the meeting.
- B.6 If a member has a conflict of interest in a matter to be considered by the Nomination Committee which the Nomination Committee has determined to be material, the matter should be dealt with by way of Nomination Committee meeting and the interested member shall not vote nor shall he be counted in the quorum present at the relevant meeting of the Nomination Committee.
- B.7 A resolution in writing signed by all members for the time being shall be as effective for all purposes as a resolution of the members passed at a meeting duly convened, held and constituted.

### Attendance at meetings

- B.8 The members of Nomination Committee shall normally attend Committee meetings. Other executive director or senior management of the Group may be invited to attend for all or part of any meeting, as and when appropriate.

### Frequency of meetings

- B.9 The Nomination Committee meetings shall be held not less than once a year. It is expected that such regular Nomination Committee meetings will normally involve the active participation, either in person or through other electronic means of communication, of a majority of members entitled to be present.

## **C. Authorities and duties**

- C.1 The duties of the Nomination Committee shall be:-

- (a) to review the structure, size and composition (including the skills, knowledge, experience, expertise 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 and succession planning purposes;
- (b) to identify and nominate the qualified candidates to fill casual vacancies of director to the Board and make recommendations to the Board on the selection of candidates nominated for directorships taking into account the Company's Board Diversity Policy and Nomination Policy as well as succession planning of the Board, where appropriate;
- (c) to assess the independence of Independent Non-executive Directors (in particular their length of service with the Company);
- (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 Managing Director as well as the senior management to maintain a balance of skills, knowledge, experience, expertise and diversity of perspectives on the Board;
- (e) to review the implementation and effectiveness of Board Diversity Policy and Nomination Policy annually; and develop and recommend to the Board measurable objectives for achieving diversity on the Board and monitor the progress on achieving those objectives and make appropriate disclosure in the Corporate Governance Report annually;
- (f) to review and assess regularly each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively;
- (g) to evaluate the needs of and monitor the training and development of the Directors;
- (h) to support the Company's regular evaluation of the Board's performance; and
- (i) to make available the Committee's terms of reference.

- C.2 The Nomination Committee is to be provided with sufficient resources to perform its duties.
- C.3 There should be a procedure agreed by the Nomination Committee to enable members, upon reasonable request, to seek independent professional advice, at the Company's expense, to perform its responsibility.
- C.4 The Nomination Committee is authorized by the Board to perform any activity and discharge its powers and functions within its terms of reference. It is authorized to obtain any information it requires from any employee of the Group and all employees are directed to co-operate with any request made by the Nomination Committee.
- C.5 The chairman of the Nomination Committee or in his absence, another member or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting.

**D. Reporting procedures**

- D.1 The secretary of the Nomination Committee shall circulate the minutes of Committee meetings, reports of the Committee and relevant information to all directors.
- D.2 The Nomination Committee should report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

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