CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. Membership

1.1 Members of the nomination committee (the **"Committee"**) shall be appointed by the board of directors (the **"Board"**), where appropriate, in consultation with the chairman of the Committee (the **"Committee Chairman"**). The Committee shall be made up of at least three members (the **"Member(s)"**).

1.2 Majority of members of the Committee shall be independent non-executive directors.

1.3 The Committee shall have at least one Member of a different gender.

1.4 Only Members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend all or part of any meeting as and when appropriate.

1.5 The Board shall appoint the Committee Chairman who shall be the chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman, the remaining Members present shall elect one of them to chair the meeting.

2. Secretary

2.1 The company secretary or his/her nominee shall act as the secretary of the Committee.

2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

3. Quorum, Attendance at Meetings and Resolutions

3.1 The quorum necessary for the transaction of business shall be two Members, one of whom shall be an 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, powers and discretions vested in or exercisable by the Committee.

3.2 Members may participate in a meeting either in person or by electronic means of communication, including but not limited to a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

3.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

3.4 A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. Frequency of Meetings

4.1 The Committee shall meet at least once a year and otherwise as required.

4.2 The Committee Chairman may convene additional meeting(s) at his/her discretion.

5. Notice of Meetings

5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its Members.

5.2 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 Committee and any other person required to attend at least three days before the date of the meeting. Supporting papers shall be sent to the Members and to other attendees as appropriate at least three days in advance of the meeting.

6. Minutes of Meetings

6.1 The secretary of the Committee (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Committee and/or dissenting views expressed. Draft and final versions of minutes of meeting of the Committee shall be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

6.2 Minutes of the Committee shall be kept by the secretary of the Committee (or his/her delegate) and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

7. Annual General Meeting

7.1 The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholder questions on the Committee's activities.

8. Authority and Duties

The Committee shall have the following authority and duties to:

8.1 review the structure, size, composition and diversity (including but not limited to, gender, age, cultural and educational background, independence from or

relationship with other members of the Board, experience (professional or otherwise), skills, knowledge qualifications and length of service) of the Board at lease annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

8.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

8.3 assess the independence of independent non-executive directors;

8.4 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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

8.5 regularly review and report to the Board on the performance and suitability of the senior management to ensure they are in compliance with the employment terms and the performance goals, and make recommendations to the Board on the reappointment or replacement of any senior management personnel;

8.6 review the board diversity policy, to develop and review measurable objectives for implementing the board diversity policy and make recommendations on any required changes to the Board for consideration and approval, to monitor the progress on achieving these objectives and to disclose the board diversity policy or a summary of the policy and the progress of implementation in the corporate governance report of the Company;

8.7 develop and maintain a nomination policy for the nomination of the directors of the Company which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship, and to review periodically and disclose the nomination policy in the corporate governance report of the Company annually. The Committee should ensure that the selection process is fair and transparent, and that it considers a board range of candidates and in accordance with the Company's board diversity policy;

8.8 assess and disclose its assessment of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorship(s) of issuer(s) listed on The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience (within the meaning of the corporate governance code) in the summary of work performed by the Committee in the corporate governance report; and

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

9. Reporting Responsibilities

9.1 The Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties.

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

10. Others

10.1 The Committee is authorised by the Board to seek any necessary information it requires from any employee of the Company in order to perform its duties and all employees are directed to co-operate with any request made by the Committee.

10.2 The Committee is authorised to seek independent professional advice, at the Company's expense, to perform its duties, but subject to prior discussion with the Board on costs to perform its responsibilities.

10.3 The Committee shall be provided with sufficient resources to perform its duties.

10.4 These terms of reference of the Committee were adopted by the Board on 26 March 2012 and amended on 31 December 2018 and 25 November 2025.

NOTE: This document has been translated into Chinese. In case of discrepancies between the English version and Chinese versions, the English version shall prevail.