



FORWARD FASHION  
HOLDINGS

**Forward Fashion (International) Holdings Company Limited**

**尚晉(國際)控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2528)**

**TERMS OF REFERENCE OF  
THE NOMINATION COMMITTEE (THE “COMMITTEE”)**

**1. Constitution**

- 1.1 The Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Forward Fashion (International) Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) at its meeting held on 17 December 2019.

**2. Membership**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company. The Board should appoint at least one director of a different gender to the Committee.
- 2.2 The chairman of the Committee shall either be the chairman of the Board or an independent non-executive director of the Company and shall be appointed by the Board.
- 2.3 The company secretary of the Company (or his/her delegate) shall be the secretary of the Committee and in the absence of the company secretary, a member of the Committee or his/her nominee shall act as the secretary of the Committee.

**3. Proceedings of the Committee**

**3.1 Notice:**

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by giving at least seven days’ notice.

- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the purpose, time and place of the meeting and shall be followed by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2 ***Quorum:*** The quorum of the Committee meeting shall be two members of the Committee.

3.3 ***Frequency:*** The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet not less than once a year.

3.4 Resolutions may be passed by all Committee members in writing, but such resolutions in writing must be signed by all members of the Committee.

3.5 The meetings and proceedings of the Committee are governed by the provisions of the articles of association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

#### **4. Alternate Committee members**

4.1 A Committee member may not appoint any alternate.

#### **5. Authority of the Committee**

5.1 The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on its decisions or recommendations.

5.2 The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Group should provide the Committee with sufficient resources to perform its duties.

- 5.3 It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.
- 5.4 The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Group, have access to independent professional advice to perform its responsibilities where it considers necessary.

## 6. Duties

6.1 The duties of the Committee shall be:

- (a) to develop, review and implement, as appropriate, the nomination policy (the “**Board Nomination Policy**”) for the Board’s consideration and approval; and to make disclosure of such policy or summary of such policy in the corporate governance report (the “**Corporate Governance Report**”) of the Company annually;
- (b) to review the policy on Board diversity (the “**Board Diversity Policy**”) and the policy on diversity in the Company’s workforce (including senior management) (the “**Workforce Diversity Policy**”) and their implementation and effectiveness and reviewing the measurable objectives for implementing such Board Diversity Policy and Workforce Diversity Policy (as the case may be) from time to time adopted by the Board, and to review and to monitor the progress on achieving the objectives set out in the Board Diversity Policy and Workforce Diversity Policy and to make disclosure of such policy or summary of such policy and its review results in the Corporate Governance Report of the Company annually;
- (c) to review the structure, size, composition (including the skills, knowledge and experience, length of service and independence) and diversity (including but not limited to gender, age, cultural and educational background, professional experience and diversity of perspectives) of the Board at least annually, to assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Group’s corporate strategy;
- (d) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regards to the Board Diversity Policy, the Board Nomination Policy and taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

- (e) to receive nominations from shareholders or directors of the Company when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;
- (f) to assess the independence of the independent non-executive directors of the Company having regard to the relevant guidelines or requirements of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in place from time to time;
- (g) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, to set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
  - the process used for identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;
  - if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes such individual would still be able to devote sufficient time to the Board;
  - the perspectives, skills and experience that such individual can bring to the Board; and
  - how such individual contributes to diversity of the Board;
- (h) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman of the Board and the chief executive officer of the Group;
- (i) to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management of the Group;
- (j) to make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited's website and Group's website;
- (k) review the Board Nomination Policy, the Board Diversity Policy and the Workforce Diversity Policy periodically and make recommendation on any proposed revisions to the Board;

- (l) to review and assess the time commitment and contribution to the Board by each director as well as the director's ability to discharge his or her responsibilities effectively;
- (m) to support the Company's regular evaluation of the Board's performance;
- (n) to consider other topics and review other documents as may be reasonably requested by the Board from time to time;
- (o) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (p) to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.

## **7. Reporting Procedures**

- 7.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest.
- 7.2 Full minutes of each of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any director.
- 7.3 The secretary of the Committee shall send the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 7.4 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.
- 7.5 The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

## **8. Continuing application of the articles of association of the Company**

- 8.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

## **9. Powers of the Board**

- 9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

## **10. Annual General Meeting**

- 10.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

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