



# **ORIENTAL WATCH HOLDINGS LIMITED** **(THE “COMPANY”)**

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE COMPANY**

The terms of reference of the Nomination Committee of the Company are based on the duties set out in B.3.1 of the Corporate Governance Code in Part 2 of Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), which shall be revised in accordance with the Listing Rules in effect from time to time, and shall be as follows with effect from 1 July 2025:

- (a) 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;
- (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors;
- (d) make recommendations to the board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
- (e) support the Company’s regular evaluation of the board’s performance.

Dated 1 July 2025