

# Goodbaby

International

## Goodbaby International Holdings Limited

### 好孩子國際控股有限公司

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

**(Stock Code : 1086)**

(the “**Company**” and its subsidiaries (together the “**Group**”))

## Nomination Committee – Terms of Reference

### 1. Membership

- 1.1 The members of the Nomination Committee (the “**Members**”) shall be appointed by the board (the “**Board**”) of directors of the Company and the Nomination Committee shall consist of not fewer than three Members, the majority of whom shall be independent non-executive directors of the Company (the “**independent non-executive director(s)**”). At least one director shall be of a different gender than the rest of the directors in the Nomination Committee.
- 1.2 The chairman of the Nomination Committee (the “**Chairman**”) shall be appointed by the Board. The Chairman must be the chairman of the Board or an independent non-executive director.
- 1.3 The term of appointment of each Member shall be determined by the Board upon appointment.

### 2. Secretary of Nomination Committee

- 2.1 The company secretary of the Company shall be the secretary of the Nomination Committee.
- 2.2 The Nomination Committee may from time to time appoint another secretary with appropriate qualification and experience.

### 3. Meetings

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of each meeting of the Nomination Committee shall be dispatched at least fourteen (14) days before the date of the meeting. Unless otherwise agreed unanimously by all Members, to waive such notification. Notwithstanding the notification period, the attendance of the Member at the meeting shall be deemed as a waiver of the required notification period. In relation to meetings held within fourteen (14) days of an adjourned meeting, no separate notice is required.
- 3.3 The quorum of Nomination Committee meetings shall be two Members, one of them should be an independent non-executive director.

- 3.4 Meetings may be held in person, by way of telephone or video conferencing. The Members may attend meetings either in person, by telephone or through other electronic means of communication (all parties participating in the meeting should be audible by such means during the meeting).
- 3.5 Resolutions of the Nomination Committee shall be passed with a majority of votes.
- 3.6 Resolutions signed by all Members will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- 3.7 Full minutes of the Nomination Committee meetings shall be kept by the duly appointed secretary of the meeting. Draft and final versions of minutes shall be sent respectively to all Members. Draft version is for Members' comments; the final version is for record purpose.

#### **4. Attendance of Meetings**

- 4.1 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or chief executive officer, external consultants and others may attend all or any of the committee's meetings.
- 4.2 Only Members shall have the right to vote at the committee's meetings.

#### **5. Annual General Meetings**

The Chairman (in case of his absence, a member of the Nomination Committee (who must be an independent non-executive director)) shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the Nomination Committee's duties and work.

#### **6. Duties and Responsibilities**

The duties and responsibilities of the Nomination Committee shall include, but shall not be limited to the following:

- 6.1 to review the structure, size and composition of the Board (including the skills, knowledge, experience and diversity of perspectives) 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;
- 6.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.2A to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional, qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

- 6.3 to assess the independence of independent non-executive directors;
- 6.4 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 chief executive;
- 6.5 to review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually; and
- 6.6 if the Board intends to submit a resolution electing an individual to be independent non-executive director at the general meeting, it shall state (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; (b) if the proposed independent non-executive director will be holding their seventh (or more) directorship of an issuer listed on the main Board or GEM, why the Board believes the individual would still be able to devote sufficient time to the Board; (c) the perspectives, skills and experience that the individual can bring to the Board; and (d) how the individual contributes to diversity of the Board, in the circular to shareholders and/or statement letter attached to the relevant notice of shareholders' meeting.

## **7. Reporting responsibilities**

After each meeting, the Nomination Committee shall report formally to the Board.

## **8. Authority**

- 8.1 The Nomination Committee has the powers to request the management of the Company on any matters in connection to its duties, to provide data to discharge its duties as required.
- 8.2 The Nomination Committee is authorized by the Board to seek outside legal or other independent professional advice at the Company's expense, to discharge its duties.

*Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.*

- 8.3 The Nomination Committee shall have access to sufficient resources in order to perform its duties.

*Note: "Senior management" refers to the same persons referred to in the Company's annual report. The directors of the Company shall be responsible for determining which individual (one or more) is/are the senior management. The senior management includes the directors of subsidiaries of the Company; as well as the officers in charge of other divisions, departments or operating units in the Group, considered by the directors of the Company as appropriate.*

*Note: The Chinese version of Nomination Committee – Terms of Reference is a translation of the English version. In the event of any inconsistency between the Chinese and English versions, the English version shall prevail.*