

Narnia (Hong Kong) Group Company Limited
納尼亞 (香港) 集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8607)

Nomination Policy

1. Objective

1.1 This nomination policy (this “**Policy**”) sets out the approach and procedures the board (the “**Board**”) of directors (the “**Director(s)**”) of Narnia (Hong Kong) Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) adopts for the nomination and selection of Directors, including the appointment of additional Directors, replacement of Directors, and re-election of Directors.

2. Policy Statement

2.1 The Company recognises the importance of having a qualified and competent Board to achieve the corporate strategy of the Group as well as promote shareholder value.

2.2 The Company believes that a Board that possesses a balance of skill set, experience, expertise and diversity of perspectives enhances decision-making capability and the overall effectiveness of the Board. The Board is committed to ensuring that proper nomination and election processes are in place for the selection and nomination of Directors.

2.3 The Board is of the view that the ultimate responsibility for the selection, nomination and appointment of Directors rests with the Board as a whole. Hence, the nomination committee of the Board (the “**Nomination Committee**”) comprises three Directors and is chaired by an independent non-executive Director (the “**INED**”).

3. Selection Criteria

3.1 In the determination of the suitability of a candidate, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The Nomination Committee shall consider the following selection criteria and

such other factors that it may consider appropriate for a position on the Board:

- (i) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board.
- (ii) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.
- (iii) **Availability:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities.
- (iv) **Motivation:** The candidate should be self-motivated and have a strong interest in the Company's businesses.
- (v) **Integrity:** The candidate should be a person of integrity, honesty, good repute and high professional standing.
- (vi) **Independence:** INED candidate must satisfy the independence requirements under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"). The INED candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company.

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

4. Implementation

- 4.1 This Policy has been approved and adopted by the Board. The Nomination Committee has been delegated with the overall responsibility for implementation, monitoring and periodic review of this Policy.

5. Nomination Procedures

5.1 Appointment of New and Replacement Directors

- (i) If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.
- (ii) Upon compilation and interview of the list of potential candidates, the relevant Nomination Committee will shortlist candidates for consideration by the Nomination Committee/Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.

5.2 Re-election of Directors and Nomination from Shareholders

- (i) Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders of the Company prior to a general meeting in accordance with the GEM Listing Rules.
- (ii) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgment period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) written confirmation from such nominated candidate of his willingness to stand for election, and (c) biographical details of such nominated candidate as required under Rule 17.50(2) of the GEM Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders of the Company for information by a supplementary circular.

6. Review and Monitoring

- 7.1 The Board will from time to time review this Policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and

good corporate governance practice.

7. Disclosure and Publication

7.1 This Policy is available on the Company's website (www.narnia.hk) for public information.

7.2 A summary of this Policy, and the progress on achieving the objectives set in this Policy, will be disclosed in the Corporate Governance Report of the Company annually.