



Best Mart 360 Holdings Limited

優品360控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2360)

TERMS OF REFERENCE GOVERNANCE COMMITTEE

1. Members

- 1.1 The governance committee should be established by the board (the “**Board**”) of directors (the “**Directors**”) of the Company.
- 1.2 Members of the governance committee (“**Members**”) shall be appointed by the Board from time to time. The majority of the Members shall be independent non-executive Directors.
- 1.3 The governance committee must be chaired by an independent non-executive Director within the governance committee and appointed by the Board.
- 1.4 The terms of appointment to the Members are determined by the Board at the appointment date.

2. Secretary

- 2.1 The company secretary of the Company or his/her delegate shall act as the secretary to the governance committee (the “**Committee Secretary**”).
- 2.2 The governance committee may from time to time appoint any other person(s) with appropriate qualification and experience to act as the Committee Secretary.

3. Meeting

- 3.1 The governance committee should meet at least twice a year, or in such other frequencies as the Board may require.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all Members. Notwithstanding the notification period, the attendance of the Member at the meeting would be deemed as the waiver by such Member of the required notification requirement. If a follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.
- 3.3 The quorum necessary for the transaction of business of the governance committee shall be two Members, one of whom must be an independent non-executive Director.
- 3.4 Meeting can be attended in person or via electronic means. Members can attend the meeting via telephone, videoconferencing or any similar communication device (all persons attending such meeting should be able to hear from such Member via such communication device).
- 3.5 Resolutions of the governance committee shall be passed by more than half of the Members.
- 3.6 A resolution passed and signed by all Members is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Minutes of the governance committee meetings should be kept by the Committee Secretary and be available for review by the Board.
- 3.8 Any Member can call for a meeting if he/she considers necessary.

4. Meeting attendance

- 4.1 Upon invitation from the governance committee, any Director, any member of the senior management, the company secretary, any advisor, any staff member and any other persons can be invited to attend and speak at all or part of any meeting.
- 4.2 Only the Members can vote in a meeting of the governance committee.

5. General Meetings

- 5.1 Where required by the Board, the chair of the governance committee or (if absent) another Member of governance committee should attend any general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the governance committee.

6. Duties and Powers

The governance committee shall have the following duties and powers:

- 6.1 to investigate into any matters that the Board determines necessary or appropriate, and to report to the Board;
- 6.2 to guide and supervise on the legal and compliance and risk management works of the Company, and to strengthen the legal and compliant operational management of the Company;
- 6.3 to develop, review and amend the Company's policies and practices on corporate governance, legal and compliance and risk management, and to make recommendations to the Board and monitor their implementations;
- 6.4 to review and evaluate the risks associated with the Company's operating activities and the effectiveness of the corresponding measures, to discuss the risk management system with the management and to ensure that the management has fulfilled its responsibilities in establishing an effective risk management system;
- 6.5 to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- 6.6 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and the Directors;
- 6.7 to review the Company's compliance with the code of conduct and disclosure in the corporate governance report; and
- 6.8 to address and deal with such matters as may be delegated or authorised by the Board.

7. Reporting

7.1 The governance committee shall report to the Board from time to time.

8. Authority

8.1 The governance committee is authorised by the Board to (i) inspect all accounts, reports and records of the Company and (ii) request from the management and employees of the Company, its subsidiaries and associates to provide any information within the scope of its duties and powers.

8.2 The governance committee should be provided with sufficient resources to perform its duties, including but not limited to access to independent professional advice at the expense of the Company, if necessary.

Remark: “senior management” refers to the same persons referred to in the Company’s prospectus or the interim/ annual report of the Company (whichever is the latest) as senior management of the Company. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the Group as, in the opinion of the Company’s directors, is appropriate.

Adopted on 20 September 2024