



**Million Hope Industries Holdings Limited**  
**美亨實業控股有限公司**

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

**(Stock Code: 1897)**

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

(adopted by the Company pursuant to board resolutions passed  
on 22 February 2019 and revised on 8 April 2026)

### **Membership**

The Nomination Committee (the “**Committee**”) shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of Million Hope Industries Holdings Limited (the “**Company**”) and shall comprise of a minimum of three members. The Committee shall be chaired by the chairman of the Board or an independent non-executive Director and comprise a majority of independent non-executive Directors, with at least one director of a different gender.

### **Meetings**

The Committee shall meet at least once a year. Quorum shall be any two members of the Committee, one of whom must be an independent non-executive Director. The meetings and proceedings of the Committee are governed by the provisions contained in the Company’s articles of association for regulating the meetings and proceedings of Directors.

### **Duties**

The duties of the Committee shall be:–

- (1) to implement and keep under review the Policy for Nomination of Directors (the inaugural policy having been adopted on the date of these terms of reference), including the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship;

- (2) to review the structure, size and composition (including 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;
- (3) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship, in accordance with the aforesaid Policy for Nomination of Directors;
- (4) to assess the independence of independent non-executive Directors;
- (5) 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 managing director of the Company;
- (6) to implement and keep under review the Board Diversity Policy (the inaugural policy having been adopted on the date of these terms of reference), to consider the measurable objectives that have been set for implementing the policy and to monitor the progress on achieving those objectives for reporting in the corporate governance report which will be included in each annual report of the Company;
- (7) to support the Company's regular evaluation (at least once every two years) of the Board's performance; and
- (8) to assess annually each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications, work experience, existing directorships of other listed companies, other significant external time commitment and other factors or circumstances relevant to the Directors' character, integrity, independence and experience.

The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*