



(formerly known as “Mayer Holdings Limited 美亞控股有限公司”)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1116)

Nomination Committee – Terms of Reference

(Amended and adopted by the board of directors with effect from 1 July 2025)

1. Members

- 1.1 The nomination committee should be established by the board of director of the Company (the “**Directors**” and the “**Board**”, respectively). It should comprise not less than three members, a majority of whom shall be independent non-executive Directors and at least one member of a different gender.
- 1.2 The nomination committee must be chaired by the chairman of the Board or an independent non-executive Director within the nomination committee and appointed by the Board.

2. Secretary

- 2.1 The company secretary of the Company shall act as the secretary of the nomination committee.
- 2.2 The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

3. Meeting

- 3.1 Any member of the nomination committee can call for a meeting anytime when it is necessary. The nomination committee shall hold at least one regular meeting in a year. Additional meetings of the nomination committee may be held as and when required.

* For identification purpose only

- 3.2 Notice of at least three days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notification period, the attendance of the members of the committee at the meeting would be deemed to be treated as the waiver 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 nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive Director.
- 3.4 Meeting can be attended in person or via electronic means, including telephonic or video conferencing. The members of the nomination committee can attend the meeting via telephonic 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 nomination committee should be passed by more than half of the members present or participating in a meeting.
- 3.6 Any resolution passed and signed by all members of the nomination committee is valid, and the validity is same as any resolution passed in a meeting held.
- 3.7 Full minutes of the nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and be available for review by the Directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the nomination committee, the chairman of the Board (if not chairing the nomination committee) and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only members of the nomination committee can vote in the meeting.

5. Annual General Meeting

- 5.1 The chairman of the nomination committee or (if absent) the other member of nomination committee (must be an independent non-executive Director) should attend the annual general meeting of the Company and handle the shareholders' enquiry on the activities and responsibilities related to the nomination committee.

6. Authorization

- 6.1 The nomination committee is authorized to request the employees of the Company to provide any information within the scope of its duties.
- 6.2 The nomination committee should have access to independent professional advice at the Company's expense, and to ensure the independent party possessing a relevant experience and professional expertise to attend the meeting if necessary, to perform its responsibilities as a member of the nomination committee.
- 6.3 The nomination committee should be provided with sufficient resources to perform its duties.

7. Duties and Powers

The nomination committee shall have the following duties and powers:

- 7.1 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;
- 7.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

- 7.3 assess the independence of independent non-executive Directors;
- 7.4 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;
- 7.5 to review the Nomination Policy and to ensure disclosure of the same in the Corporate Governance Report of the annual report of the Company, including the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidate(s) for directorship; and
- 7.6 to review the Board Diversity Policy periodically and to ensure disclosure of the same or a summary of it and its review results in the above Corporate Governance Report, including the measurable objectives that the Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
- 7.7 where the Board proposes a resolution to elect an individual as an independent non-executive Director at a general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- (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 his/her seventh (or more) listed company directorship, why the Board believes that 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.

- 7.8 to support the Company's regular evaluation of the Board's performance;
- 7.9 review and revise (if considered appropriate) from time to time the Company's workforce diversity policy; and
- 7.10 to do any such things as are necessary to enable the Committee to discharge its responsibilities.

8. Declaration responsibility

- 8.1 The nomination committee shall report to the Board every time after any meeting of the nomination committee.
- 8.2 The nomination committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the respective websites of The Stock Exchange of Hong Kong Limited and the Company.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.