MGM CHINA HOLDINGS LIMITED
美高梅中國控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2282)

TERMS OF REFERENCE OF THE NOMINATION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

(Adopted by a Resolution of the Board passed on February 16, 2012 and as amended by Resolutions of the Board on November 9, 2018 and May 25, 2023 and March 19, 2026)

1. ESTABLISHMENT

1.1 The Nomination, Environmental, Social and Governance Committee (the "**Committee**") of MGM China Holdings Limited (the "**Company**") is established by the board of directors of the Company ("**Board**") to review on an annual basis the structure, size, diversity and composition of the Board, to recommend on matters in relation to appointments or re-appointments of directors of the Company (the "**Directors**"), to assist the Board in fulfilling its oversight responsibilities with respect to environmental, social and governance ("**ESG**") issues, strategy and reporting.

1.2 Subject to the regulations contained in the Companies Law (as amended) of the Cayman Islands, the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Articles of Association of the Company ("**Articles**"), the procedures of the Committee shall be regulated by the provisions set out in this Terms of Reference of Committee (the "**Terms of Reference**").

2. RESOURCES

2.1 The Committee is provided with sufficient resources by the Company to perform its duties. Where necessary, upon reasonable request and under agreed procedures, the Committee should seek independent professional advice at the Company's expense to perform its responsibilities.

3. COMPOSITION

3.1 The Committee shall have at least three members who shall be appointed by the Board, the majority of whom must be Independent Non-Executive Directors of the Company. The Committee should include at least one Director of a different gender.

3.2 The Chairperson of the Committee shall be the Chairperson or Co-chairperson of the Board or an Independent Non-Executive Director nominated by the Board, unless if decided otherwise by the Board with founded reasons.

4. FUNCTIONS, POWERS AND DUTIES

4.1 The Committee shall make recommendations to the Board on the appointment or re-appointment of Directors, and succession planning for Directors, in particular the Chairperson or Co-chairperson of the Board and the chief executive.

4.2 The Committee shall review the structure, size, composition (including the skills, knowledge and experience) and diversity 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 corporate strategies of the Company and its subsidiaries.

4.3 The Committee shall identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

4.4 The Committee shall support the Company's regular evaluation of the Board's performance.

4.5 The Committee shall annually review and assess the Directors' time commitment and contribution to the Board as well as the Directors' ability to discharge their responsibilities effectively.

4.6 The Committee shall recommend Directors (including Independent Non-Executive Directors) who are to retire by rotation to be put forward for re-election at each annual general meeting of the Company, having regard to the Directors' contribution and performance (such as their attendance, preparedness, participation and candour).

4.7 Annually, the Committee shall determine whether or not an Independent Non-Executive Director fulfils the tests of independence, by referring to the guidelines described in Rule 3.13 of the Listing Rules and other salient factors. To aid the determination by the Committee, every Independent Non-Executive Director shall be required to inform the Company and the Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence. The Committee shall review and decide whether such Director shall continue to be considered independent and may take such action as it seems fit to maintain the independent element on the Board.

4.8 The Committee shall have due regard to the principles of good corporate governance and the Listing Rules in determining the board membership and the policy for the nomination of directors. Such nomination procedures and the process and criteria and any amendments thereof to select and recommend candidates for directorship shall be approved by the Board and disclosed in the Corporate Governance Report.

4.9 The Committee shall be tasked with the following ESG related responsibilities:

4.9.1 to recommend to the Board the approval, review and, if appropriate, changes to the Company's ESG policies and procedures;

4.9.2 to review and monitor the evaluation and management of issues related to ESG matters;

4.9.3 to review and monitor the progress made against ESG-related goals and targets; and

4.9.4 to review the ESG strategy and make recommendations to the Board in ESG matters.

4.10 The Committee shall follow closely developments regarding environmental, social, governance and related best practices and shall develop, review, assess the adequacy and oversee the implementation of the Company's policies and practices on environmental, social and governance and make recommendations to the Board.

4.11 The Committee shall review and monitor the training and continuous professional development of directors and senior management.

4.12 The Committee shall review and monitor the Company's policies and practices on compliance with legal and regulatory requirements.

4.13 The Committee shall develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors.

4.14 The Committee shall review the Company's compliance with the Listing Rules and disclosures in the Corporate Governance Report and the ESG Report.

5. MEETINGS

5.1 The Committee shall meet at least two times each financial year and at such other times as it deems necessary to discharge its duties set forth in these Terms of Reference. The Chairperson or the company secretary on the requisition of the Chairperson shall at any time summon a meeting of the Committee.

5.2 Seven days' notice or such shorter notice as may be agreed by the Committee will be given by the company secretary, specifying the place, date, time and agenda of the meeting.

5.3 The Chairperson of the Committee shall chair all the Committee meetings.

5.4 The quorum necessary for the transaction of business of Committee shall be two, at least one of them must be an Independent Non-Executive Director.

5.5 Attendance may be in person or through electronic means of communication or as may be determined by the Board from time to time.

5.6 When necessary, written resolutions are circulated to all Committee members for approval in between meetings. Such written resolutions signed by all Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5.7 Unless otherwise provided in these Terms of Reference, meetings and proceedings of the Committee shall be governed by the Company's Articles regulating the meetings and proceedings of Directors and committees.

5.8 Questions arising at any Committee meeting shall be determined by a majority of votes given that no Committee member shall vote on any recommendation on his/her re-appointment.

5.9 The Chairperson (or in his/her absence, an alternative member) of the Committee shall attend the annual general meetings of the Company and be prepared to answer questions concerning the appointment of any Director.

5.10 The company secretary shall minute the proceedings and resolutions of all meetings as well as keep appropriate records. Any minutes signed by the Chairperson of the meeting to which they relate or of the meeting at which they are read, shall be sufficient evidence without any further proof of the facts stated therein. Draft and final versions of minutes of all meetings shall be circulated to all the Committee members for their comment and records within a reasonable time after the meeting and to other Director(s) who is/are not member(s) of the Committee for inspection.

6. REPORTING RESPONSIBILITIES, MINUTES AND RECORDS

6.1 The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Chairperson of the Committee shall report to the Board on the findings and recommendations of the Committee.

6.2 Reports to the Board and minutes of the Committee should be formally approved by the Committee before reporting to the Board. The company secretary shall circulate the minutes of Committee meetings and reports of the Committee to all members of the Board.

6.3 Minutes of the Committee meetings shall record in sufficient detail the matters considered by the Committee and decision reached, including any concerns raised by the Committee members or dissenting views.

6.4 Full minutes of the Committee meetings should be kept by the company secretary. Draft and final version of the minutes of the Committee should be sent to all Committee members for their comment and records within a reasonable time after the meeting; and

6.5 Any Committee member may inspect the minutes of the Committee meetings at any reasonable time on any reasonable notice.

7. PUBLICATION OF THE TERMS OF REFERENCE

7.1 The terms of reference will be posted on the websites of the Company and the Stock Exchange.