

These terms of reference are prepared in English. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.

MILLENNIUM PACIFIC GROUP HOLDINGS LIMITED

匯思太平洋集團控股有限公司

(the “Company”)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Approved by the board of directors (the “**Board**”) of the Company
on 20 June 2014 and amended by the Board on 8 August 2025

1. Establishment

- 1.1 The Nomination Committee (the “**Committee**”) is established by the Company.
- 1.2 Subject to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) and the Articles of Association of the Company, the procedures of the Committee shall be regulated by the provision of this set of terms of reference (the “**Terms of Reference**”).

2. Membership

- 2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, with at least one member of a different gender.
- 2.2 The majority of the Committee members should be independent non-executive directors of the Company.
- 2.3 The chairman of the Committee shall be appointed by the Board, who shall be the chairman of the Board or an independent non-executive director.
- 2.4 The quorum of the Committee meeting shall be two members of the Committee.
- 2.5 A member who wishes to retire or resign from the Committee should provide notice to the Company so that a replacement may be appointed before he leaves.

3. Casting vote

- 3.1 In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

4. Authority:

- 4.1 The Committee is authorised by the Board to investigate any activity within the Terms of Reference and seek any necessary information which is within its scope of duties from the Company and its subsidiaries (including the members of the Board) and shall be provided with sufficient resources to discharge its duties; and
- 4.2 Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

5. Duties, Powers and Discretion

The duties, powers and discretion of the Committee are: -

- 5.1 to 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;
- 5.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 5.3 to receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;
- 5.4 to assess the independence of independent non-executive directors and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent;

- 5.5 to make recommendations to the Board on the appointment and re-appointment of directors, and succession planning for directors in particular the chairman and the chief executive;
- 5.6 to review and assess each Board member's time commitment and contribution to the Board as well as the Board member's ability to discharge his or her responsibilities effectively, taking in account the factors as required by the GEM Listing Rules;
- 5.7 to support the regular evaluation of the performance of the Board;
- 5.8 to consider other topics as defined by the Board; and

in carrying out its responsibilities, the Committee should give adequate consideration to the Principles under Appendix C1 of the GEM Listing Rules.

6. Reporting Procedures

- 6.1 The Committee shall report to the Board on its decisions or recommendations on a regular basis.
- 6.2 The chairman of the Committee should attend the annual general meeting. In his absence, he should invite another member of the committee or failing this his duty appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

7. Disclosure

- 7.1 The Committee shall make available the Terms of Reference on the website of the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited and the Company's website explaining the role of the Committee and the authority delegated to it by the Board.
- 7.2 The Committee should have a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the Corporate Governance Report.

8. Administration

- 8.1 The Committee shall hold at least one meeting each financial year. The meeting may be held by means of a conference telephone or other communication facility. Additional meetings shall be held as the work of the Committee demands.
- 8.2 The meetings and proceedings are governed by the provisions contained in the Company's Articles of Association.
- 8.3 An agenda and accompanying papers shall be sent in full to all members of the Committee in a timely manner and at least 7 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).
- 8.4 The Company Secretary of the Company shall be the secretary of the Committee.

9. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke these Terms of Reference and/or any resolution passed by the Committee provided that no amendments to or revocation of these Terms of Reference and/or any resolution passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if these Terms of Reference or resolution had not been amended or revoked.