

**Midland Holdings Limited****美聯集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(the “Company” and, together with its subsidiaries, the “Group”)

(Stock Code: 1200)

**Terms of Reference for Nomination Committee****1. Overall Objectives**

The nomination committee (the “Committee”) is appointed by the board of directors (the “Directors”) of the Company (the “Board”) to, within agreed terms of reference and having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent. These terms of reference have been prepared in compliance with relevant code provisions of the Corporate Governance Code under Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**2. Authority**

- 2.1 The Committee is authorised by the Board to make recommendations to the Board regarding appointment of Directors to the Board.
- 2.2 In connection with its duties, the Committee is authorised by the Board to seek appropriate professional advice and sufficient resources inside and outside of the Group, at the Company’s expense, as and when it considers necessary in order to perform its duties and responsibilities.

**3. Organisation****3.1 Membership**

- 3.1.1 The Committee members and the chairman of the Committee shall be appointed by the Board. The chairman of the Committee shall be the chairman of the Board or an Independent Non-executive Director (“INED”).
- 3.1.2 The Committee shall comprise at least three members, and the majority of the members of the Committee shall be INEDs with at least one member of a different gender.
- 3.1.3 A quorum of any meeting shall be two Committee members and one of whom must be an INED.
- 3.1.4 The secretary of the Committee shall be the company secretary of the Company.

### **3.2 Proceedings of Meetings**

- 3.2.1 Only Committee members are entitled to attend meetings. The Committee may invite such other person to attend its meeting where appropriate to assist in the effective discharge of the Committee's duties.
- 3.2.2 Meetings shall be held whenever the chairman of the Committee deems it necessary but not less than once a year.
- 3.2.3 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Committee members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Committee member shall be deemed waiver of the requisite length of notice by such member. Notice of any adjourned meeting is not required if adjournment is for less than 14 days.
- 3.2.4 The secretary of the Committee shall circulate the agenda and supporting documentation to the Committee members a reasonable period in advance of or as soon as possible before each meeting.
- 3.2.5 The quorum for decisions of the Committee shall be two Committee members and one of whom must be an INED.
- 3.2.6 Resolutions of the Committee shall be passed by a majority of votes. In case of an equality of votes the chairman of the Committee shall have a second or casting vote.
- 3.2.7 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.2.8 The secretary of the Committee shall circulate the minutes of meetings to members of the Committee. Minutes shall be kept by the secretary and shall be open for Directors' inspection.

### **3.3 Annual General Meeting**

The chairman of the Committee or in his/her absence, another member of the Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

## **4. Responsibilities**

### **4.1 Duties**

- 4.1.1 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.

- 4.1.2 To develop plans for orderly succession for appointments to the Board and other senior positions, and will search for, consider and 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.
- 4.1.3 To make recommendations to the Board on the re-appointment of any Non-executive Director at the conclusion of his or her specified term of office.
- 4.1.4 To make recommendations to the Board on any matters relating to the continuation in office as a Director or any Director at any time.
- 4.1.5 To review suitable job descriptions and letter of appointment in relation to the Board and, if appropriate, chairmanship and membership of Board committees.
- 4.1.6 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.
- 4.1.7 To assess the independence of INEDs.
- 4.1.8 To make a statement in the Company's Annual Report detailing its activities and the process it has used to make any recommendations in respect of appointments to the Board.
- 4.1.9 To review the board diversity policy and monitor the implementation to ensure the effectiveness of the policy on an annual basis and make recommendations on any proposed revisions for the Board's review.
- 4.1.10 To support the Company's regular evaluation of the Board's performance.
- 4.1.11 To assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively.

## **4.2 Reporting**

The Committee shall report to the Board its activities as the Board may require from time to time.

Effective on 1 July 2025

Note: In case of any discrepancy or inconsistency between the English version and the Chinese translation of this document, the English version shall prevail.