

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)

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.

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, experience and diversity of perspectives) of the Board at least annually 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; and
- (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) and to disclose the Board Diversity Policy or a summary of such policy (including any measurable objectives that have been set for implementing the policy and the progress on achieving those objectives) in the corporate governance report which will be included in each annual report of the Company.

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.