MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1005)

Term of Reference of Nomination Committee

Constitution

The board of directors (the "Board") of Matrix Holdings Limited (the "Company") has resolved to establish the nomination committee ("Nomination Committee" or "Committee") to, inter alia, identify, select and nominate suitable individuals for appointment of Directors and recommend to the Board for their appointment, removal and succession planning; define planning of diversity of the Board; and perform evaluation of the effectiveness of the Board and individual directors of the Company.

Membership

The members of the Nomination Committee shall be appointed by the Board amongst the non-executive directors and executive directors of the Company. All appointment of the Chairman and other members of the Committee shall be subject to prior approval of the Board provided that the Committee shall be chaired by the Chairman of the Board or an independent non-executive director ("INED") and comprise at least three members with a majority of INEDs, with at least one member of a different gender.

Meetings

Meeting shall be held not less than once a year.

The quorum of any Committee meeting shall be two members.

As necessary or desirable, the Committee may invite member of the executive management of the group as they shall deem appropriate to attend the Committee's meetings. Other Board members shall also have the right of the attendance.

Meetings and proceedings are governed by the provisions of the articles of association of the Company in relation to meetings and proceedings of directors.

The Committee may appoint a secretary from time to time (who should normally be the company secretary).

Supervision of the Board

The Committee shall at all times be subject to supervision of the Board. The Board may at any time dissolve the Committee or reorganize the composition thereof or redesignate the powers, authorities or discretions thereof or after its discussion re-establish the same, upon such terms and conditions as the Board shall determine.

Authorities

The Committee is authorised by the Board to seek independent professional advice where necessary at the Company's expense, to perform its responsibilities.

The Committee should be provided with sufficient resources to perform its duties.

Duties

The Committee shall report back to the Board in writing on their decisions or recommendations within a reasonable time after such decisions or recommendations are made, unless there is legal or regulatory restriction on the Committee to do so. The Committee shall have the following duties:

(a) 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;
(b) 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, having due regard to the policy for nomination of Directors (the "Nomination Policy") and the board diversity policy of the Company (the "Board Diversity Policy");
(c) to assess the independence of INEDs;
(d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Deputy Chairman of the Board who performs the function of chief executive;
(e) to support the Company's regular evaluation of the Board's performance;
(f) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively;
(g) to review the Nomination Policy, as appropriate, and to make recommendations to the Board for approval on any proposed revisions thereof;

(h) to review and update, if required, the Board Diversity Policy on an annual basis and to make recommendations to the Board for review and approval; and

(i) to make appropriate disclosures of the Nomination Policy and the Board Diversity Policy in the Corporate Governance Report of the Company annually.

Reporting procedure

Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meeting should be sent to all members of the Committee for their comment and records respectively in both cases within a reasonable time after the meeting.

October 2025

**For identification purpose only*