

# MATRIX

## MATRIX HOLDINGS LIMITED

美力時集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1005)**

### **Terms 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).

#### **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 (LR Appendix 14 B.3.3).

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 duties of the Committee shall be:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy (LR Appendix 14 B.3.1(a));
- (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships (LR Appendix 14 B.3.1(b));
- (c) assess the independence of INEDs (LR Appendix 14 B.3.1(c)); and
- (d) make recommendations to the board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive (Appendix 14 B.3.1(d)).

**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.

April 2022

*\*For identification purpose only*