



MODERN FARMING

现代牧业

China Modern Dairy Holdings Ltd.

中國現代牧業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

NOMINATION COMMITTEE TERMS OF REFERENCE

提名委員會職權範圍

1 Constitution

The nomination committee (the “**Committee**”) of the board of directors (the “**Board**”) of China Modern Dairy Holdings Ltd. (the “**Company**”) was established pursuant to a resolution passed by the Board on 16 April 2012. The terms of reference of the Committee have been revised and approved by the Board on 1 September 2025.

2 Membership

- 2.1 The Committee shall be appointed by the Board and the majority of the members of the Committee shall be independent non-executive directors of the Company.
- 2.2 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive directors of the Company.
- 2.3 The Committee shall consist of not less than three (3) members with at least one member of the Committee of a different gender, and the quorum for a meeting of Committee shall be two.
- 2.4 Appointments to the Committee shall be co-terminus with the directorship at the Company of the relevant members (whether by retirement, rotation or otherwise).

3 Secretary

- 3.1 The Company Secretary or his nominee shall act as the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

1 成立

中國現代牧業控股有限公司(「**本公司**」)董事會(「**董事會**」)提名委員會(「**委員會**」)已根據董事會於二零一二年四月十六日通過的決議案成立。委員會之職權範圍已由董事會於二零二五年九月一日修訂及批准。

2 成員

- 2.1 委員會須由董事會委任，委員會的大多數成員須為本公司的獨立非執行董事。
- 2.2 委員會主席(「**主席**」)須由董事會委任，並由董事會主席或本公司獨立非執行董事擔任主席。
- 2.3 委員會須至少由三(3)名成員組成，且委員會至少有一名不同性別的成員。委員會會議的法定人數須為兩名成員。
- 2.4 委員會的任期將於有關成員的本公司董事任期終結時(無論是因退休、輪席或其他原因)同時終結。

3 秘書

- 3.1 本公司的公司秘書或其代名人將為委員會的秘書。委員會秘書缺席時，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

4 Authority

- 4.1 The Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to perform its duties.
- 4.2 Where necessary, the Committee should seek independent professional advice, including but not limited to external legal, accounting or other advices, at the Company's expense, to perform its responsibilities.

5 Duties

The duties of the Committee shall be to:

- (a) 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) develop and maintain a policy for the nomination of the directors of the Company which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, review periodically and disclose the policy and progress made towards achieving the objectives set in the nomination policy in the corporate governance report of the Company, and review and discuss any revisions that may be required and recommend any such revisions to the Board for approval;
- (c) develop and maintain the Board diversity policy, monitor the implementation of the Board diversity policy, review periodically and disclose the Board diversity policy or a summary of the policy in the corporate governance report of the Company and review and discuss any revisions that may be required and recommend any such revisions to the Board for approval;

4 職權

- 4.1 委員會獲董事會授權，負責釐定為甄選及推薦董事會候選人之目的而採納的程序、流程及標準，及須獲提供充足的資源以履行其職責。
- 4.2 如有需要，委員會應尋求獨立專業意見，包括但不限於外部法律、會計或其他建議以履行其責任，費用將由本公司承擔。

5 職責

委員會的職責包括：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，協助董事會維護董事會技能矩陣，並就任何為配合發行人的公司策略而擬對董事會作出的變動提出建議；
- (b) 制定及維持本公司董事的提名政策，包括提名程序和委員會在年內識別、甄選及推薦董事候選人的程序及準則，定期檢討及在本公司的企業管治報告內披露政策和達致提名政策中所制定的目標的進度，檢討及討論進行任何必要的修訂，以及就任何有關修訂向董事會提出建議以供批准；
- (c) 制定及維持董事會多元化政策，監察董事會多元化政策的執行，並定期檢討及在本公司的企業管治報告內披露有關董事會多元化政策或政策摘要，檢討及討論進行任何必要的修訂，以及就任何有關修訂向董事會提出建議以供批准；

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| <p>(d) identify individuals suitably qualified to become Board members (including whether the individuals can bring to the Board the perspectives, skills and experiences and how the individuals can contribute to the diversity of the Board) and select or make recommendations to the Board on the selection of, individuals nominated for directorships with regard to the nomination policy of the Company;</p> | <p>(d) 物色具備合適資格可成為董事會成員的人士(包括該名人士可否為董事會帶來觀點與角度、技能及經驗，以及該名人士可否促進董事會成員多元化)，並參照本公司提名政策，挑選提名有關人士出任董事或就此向董事會提供意見；</p> |
| <p>(e) assess the independence of independent non-executive directors of the Company with regards to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (as amended from time to time);</p> | <p>(e) 參照香港聯合交易所有限公司證券上市規則(「上市規則」)(經不時修訂)的要求，評核本公司獨立非執行董事的獨立性；</p> |
| <p>(f) assess whether the candidate to be nominated as a director of the Company would be able to devote sufficient time to the Board with reference to factors such as the number of directorship of other listed companies held by the candidate; and</p> | <p>(f) 評估獲提名為本公司董事的候選人是否能夠向董事會投入足夠時間，考慮的因素包括該名人士出任其他上市公司董事職務的數量；及</p> |
| <p>(g) make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman of the Board and the chief executive. The Committee shall make recommendations on appointment of directors of the Company with due regard to the diversity policy of the Company and in accordance with the challenges and opportunities faced by the Company.</p> | <p>(g) 就本公司董事委任或重新委任以及本公司董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議。委員會應按照本公司多元化政策根據本公司所面臨的挑戰及機會就委任本公司董事提出建議。</p> |
| <p>(h) to support the Company’s regular evaluation of the Board’ performance; including its assessment of each Director’s time commitment and contribution to the Board; as well as the director’s ability to discharge his or her responsibilities effectively.</p> | <p>(h) 支援本公司定期評估董事會的表現；包括評估每位董事的時間投入及對董事會的貢獻以及董事有效履行其職責的能力。</p> |

- (i) 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, taking into account professional qualifications and work experience, existing directorships of other listed issuer(s) and other significant external time commitments of such director and other relevant factors or circumstances; and
- (j) The Company and the Board shall provide the Committee with sufficient resources to perform its duties.

6 Frequency and proceedings of meetings

- 6.1 The Committee shall meet at least once a year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. Additional meetings should be held as the work of the Committee demands. The Chairman may convene additional meetings at his discretion.
- 6.2 The Committee members shall participate in meetings of the Committee either in person or by means of a conference telephone or similar communications equipment which all persons participating in the meeting are capable of hearing each other.
- 6.3 Meetings of the Committee shall be chaired by the Chairman. In the absence of the Chairman or when the Chairman cannot chair the meeting due to other matters, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, a director shall not chair the meeting of the Committee when it is dealing with his or her own succession of any position.
- 6.4 Only members of the Committee shall have the right of attendance. However, the Committee shall invite any appropriate persons to attend the meeting whenever it is necessary.

- (i) 評估各董事對董事會投入的時間及貢獻，以及能否有效履行其職責，並經考慮有關董事之專業資格及工作經驗、其他上市發行人之現有董事職位及有關董事就其他重大外部事務所投入的時間，以及其他相關因素或情況；及
- (j) 本公司及董事會將向委員會提供充足資源以令其履行職責。

6 會議次數及議事程序

- 6.1 委員會每年應最少舉行一次會議或上市規則或本公司不時適用的其他監管規定所規定的次數，並在其工作需要，則會另行召開會議。主席可酌情另行召開會議。
- 6.2 委員會成員應親身或透過電話或其他電子通訊方式(只要所有與會人士能夠互相收聽對方的談話)參與委員會的各次會議。
- 6.3 委員會的會議應由主席主持。主席因缺席或其他情況不能主持會議時，出席會議的成員應互選其中一名成員擔任會議主席。為避免疑問，任何董事不可在討論其任何職務的繼任的會議中主持該委員會會議。
- 6.4 只有委員會成員方有權出席會議。然而，若有需要，委員會可邀請任何合適人士出席會議。

7 Reporting Procedures

- 7.1 The Committee shall report to the Board the findings and recommendations after the each meeting of the Committee.
- 7.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company 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 the individual should be elected and the reasons why they consider him the individual to be independent.

8 Minutes and Written Resolutions

- 8.1 The secretary of the Committee shall circulate the minutes of meetings, written resolutions and the record of individual attendance at such meetings of the Committee to all members of the Board as soon as practicable after the conclusion of any meeting of the Committee.
- 8.2 A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

9 General

- 9.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
- 9.2 The Committee should make available those terms of reference to the public, explain its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website. (www.moderndairyir.com).

7 報告程序

- 7.1 委員會應就其討論和建議事項於每次會議後向董事會報告。
- 7.2 倘董事會於股東大會上提出有關選舉任何人士擔任本公司獨立非執行董事的決議案，則應在致股東的通函及／或隨附有關股東大會通告的說明函件內列明董事會認為應選任該名人士的理由以及董事會認為該名人士屬獨立人士的理由。

8 會議紀錄及書面決議

- 8.1 委員會秘書應於委員會任何會議結束後在切實可行範圍內儘快向董事會全體成員傳閱有關委員會會議的會議記錄、書面決議案及個人出席記錄。
- 8.2 經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

9 一般事項

- 9.1 本職權範圍須因應情況變動以及規管規定的變動(包括上市規則的規定)，於必要時作出更新及修訂。
- 9.2 委員會應將本職權範圍刊載於香港交易及結算所有限公司新聞網站(www.hkexnews.hk)及本公司網站(www.moderndairyir.com)，以供公眾查閱，及解釋其角色及董事會轉授予其的權力。