

**Hysan Development Company Limited**  
**Nomination Policy**  
(Last reviewed in November 2023)

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**1. Objectives**

- 1.1 The Committee assists the Board in making recommendations to the Board on the appointment of directors, and succession planning for directors.
- 1.2 The policy provides the key selection criteria and principles of the Committee in making any such recommendations.

**2. Selection Criteria**

- 2.1 When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the Committee shall consider a variety of factors including without limitation the following in assessing the suitability of the proposed candidate :-
  - (a) Reputation for integrity;
  - (b) Accomplishment, experience and reputation in the real estate industry and other relevant sectors;
  - (c) Commitment in respect of sufficient time, interest and attention to the Company's business, including devoting adequate time for the preparation and participation in meetings, trainings and other Board or Company associated activities;
  - (d) Diversity in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
  - (e) The ability to assist and support management and make significant contributions to the Company's success;
  - (f) Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive director; and
  - (g) Any other relevant factors as may be determined by the Committee or the Board from time to time.
- 2.2 The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations.

**3. Nomination Procedures**

- 3.1 The Secretary of the Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Committee. The Committee may also nominate candidates for its consideration.

- 3.2 In the context of appointment of any proposed candidate to the Board, the Committee shall undertake adequate due diligence in respect of such individual, evaluate the candidate using the same criteria regardless of the source of the candidacy, and make recommendations for the Board's consideration and approval.
- 3.3 In the context of re-appointment of any existing member(s) of the Board, the Committee will review the overall contribution to the Company of the retiring director as well as the selection criteria set out in this policy. The Committee will then make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.
- 3.4 Please refer to the "Procedures for Shareholders to Convene General Meetings / Put Forward Proposals", which is available on the Company's website, for procedures for shareholders' nomination of any proposed candidate for election as a director.
- 3.5 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

#### **4. Approval and Review of this Policy**

This policy has been approved by the Board. Any subsequent amendment of this policy shall be reviewed by the Nomination Committee and approved by the Board.

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#### **Definitions :**

"**Board**" shall mean the board of directors of the Company.

"**Committee**" shall mean the Nomination Committee of the Company.

"**Company**" shall mean Hysan Development Company Limited.

"**Listing Rules**" shall mean the Rules Governing the Listing of Securities on the Stock Exchange.

"**Stock Exchange**" shall mean The Stock Exchange of Hong Kong Limited.

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