

Hysan Development Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00014)

Nomination Committee**Terms of Reference**

(Amended and restated with effect from 1 January 2025)

1. Objectives

The Committee supports the Board as follows:

- 1.1 reviewing the structure, size and composition required of the Board to ensure that it consists of Directors with the appropriate balance of skills, knowledge, experience and diversity of perspectives;
- 1.2 assessing the independence of Independent Non-Executive Directors;
- 1.3 making recommendations to the Board on appointment or re-appointment of Directors;
- 1.4 overseeing succession planning for the Board and that for the senior management team;
- 1.5 overseeing the implementation and reviewing the effectiveness of Nomination Policy, Board Diversity Policy and Workforce Diversity Policy on annual basis;
- 1.6 reviewing regularly the gender diversity progress and evaluation of targets set for achieving gender diversity at Board level and across the workforce; and
- 1.7 overseeing the human capital of the Group.

2. Membership

- 2.1 Members of the Committee (as nominated by the Committee) shall be appointed by the Board, where appropriate, in consultation with the Committee Chairman. The Committee shall consist of not less than three members and a majority of whom should be Independent Non-Executive Directors.
- 2.2 The chairman of the Committee shall be appointed by the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting.

3. Attendance

- 3.1 The Committee Chairman may invite the Chairman of the Board, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, other senior management or external advisor to attend any meeting(s) of the Committee as the Committee Chairman may from time to time consider desirable to assist the Committee in the discharge of its responsibilities.

4. Secretary

- 4.1 The Committee Chairman shall nominate a secretary to the Committee.

5. Quorum and Proceedings

- 5.1 The quorum necessary for the transaction of business shall be majority of the members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.2 Proceedings of the meetings shall be governed by the provision of the Articles of Association of the Company.

6. Frequency of Meetings

- 6.1 The Committee shall meet at least once a year and as otherwise required.
- 6.2 In-camera meeting, may be called as either a stand-alone meeting or as a separate private meeting at the end of a regularly scheduled Committee meeting. Management may or may not be invited, at the discretion of the Committee Chairman. Any in-camera meeting so convened as a separate private meeting before or at the end of a scheduled Committee meeting shall be recorded in the minutes of the meeting. Matters discussed “in-camera” are not to be discussed outside the meeting by those in attendance.

7. Notice of Meetings

- 7.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend at least 14 days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at least five clear days in advance of the meeting.

8. Minutes of Meetings

- 8.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance.
- 8.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 8.3 Minutes of the Committee meetings should be circulated to all members for their comments and, if in order, for record within a reasonable time after each meeting.

9. Annual General Meeting

- 9.1 The Committee Chairman should, as far as practicable, attend the annual general meeting of the Company and make himself/herself available to respond to any shareholder questions on the Committee's activities.

10. Duties

- 10.1 The Committee shall:
 - 10.1.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) required of the Board and other factors which may be relevant to their effectiveness at least annually, and make recommendations to the Board with regard to any needs for changes or enhancements to the Board's composition with respect to the perspectives and further skills required to complement the Company's purpose, values, strategy and desired culture;
 - 10.1.2 be responsible for (i) identifying and nominating new appointment and/or candidates to fill Board vacancies (as and when required) for the Board's approval; and (ii) recommending to the Board the re-appointment of Directors. In identifying suitable candidates or making any reappointment recommendation, the Committee shall, in accordance with the Nomination Policy, consider candidates on merit and against the objective criteria (including time commitment and contribution) with due regard to the benefits of diversity on the Board;
 - 10.1.3 before appointment or re-appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity of perspectives and independence on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;

- 10.1.4 keep under review the leadership needs of the organization, (at both Board and senior management levels) and consider succession planning, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace considering the strategic issues and commercial changes affecting the Group and the market in which it operates;
- 10.1.5 oversee the identification and acquisition of future skills required by the Board to meet evolving regulatory and business needs. This includes evaluating the current skills matrix and determining any gaps, as well as developing plans to address these gaps;
- 10.1.6 assess the independence of Independent Non-Executive Directors, having regard to the requirements under the Listing Rules;
- 10.1.7 review and oversee the implementation and effectiveness of the independence assessment mechanism regularly;
- 10.1.8 review the Nomination Policy, its implementation and effectiveness annually;
- 10.1.9 review the implementation and effectiveness of the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing the relevant policy, and monitor the progress on achieving the objectives on annual basis;
- 10.1.10 review the implementation and effectiveness of the Workforce Diversity Policy regularly, and monitor the progress on achieving the measurable objectives (where applicable) adopted for senior management and the workforce (excluding senior management) on annual basis;
- 10.1.11 review and assess each Director's time commitment and contribution to the Board in a manner that aligns with their role and responsibilities, as well as the Director's ability to discharge his/her responsibilities effectively;
- 10.1.12 review and evaluate any potential conflicts of interests of Directors and develop appropriate processes for managing such conflicts as the Committee may consider necessary;
- 10.1.13 review and monitor the training and continuous professional development of Directors and senior management, including the number of hours and topics, etc.; and
- 10.1.14 make available the Committee's terms of reference.

10.2 The Committee shall also make recommendations to the Board concerning:

10.2.1 any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and

10.2.2 the appointment of any Director to executive office.

11. Reporting Responsibilities

11.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Authority

The Committee is authorized:

12.1 to seek any information it requires from any employee of the Company in order to perform its duties; and

12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

Definitions :

“**Board**” shall mean the board of Directors.

“**Committee**” shall mean the nomination committee of the Company.

“**Company**” shall mean Hysan Development Company Limited.

“**Director(s)**” shall mean the director(s) of the Company

“**Group**” shall mean the Company and its subsidiaries.
