



GUANGDONG LAND HOLDINGS LIMITED
粤海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00124)

Terms of Reference of the Nomination Committee

Formation

The Nomination Committee (the “Nomination Committee”) was set up by the board of directors (the “Board”) of the Company on 8 March 2012.

Purpose

The Nomination Committee is to review the structure, size and composition of the Board, identify and screen appropriate candidates to serve as directors of the Company and make recommendations to the Board in respect of the aforesaid matters.

Composition and Quorum

The Nomination Committee members shall be appointed by the Board, one of whom shall be the Chairman of the Board. A majority of the Nomination Committee members should be independent non-executive directors, with at least one member of different gender.

Members : The Nomination Committee shall consist of not less than 3 members.

Quorum : 2

The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of Directors.

The Chairman of the Nomination Committee shall be appointed by the Board and shall be the Chairman of the Board or an independent non-executive director.

Attendance at meeting

The Company Secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his/her absence, his/her representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

The Chairman of the Nomination Committee or another member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

Frequency of meetings

Meetings shall be held not less than once a year. The Chairman of the Nomination Committee may convene additional meetings at his discretion.

The Nomination Committee may pass resolutions by means of resolutions in writing when necessary. A resolution in writing, which may consist of one document or several documents, signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

Draft and final versions of minutes of the Nomination Committee meetings should be sent to all members for their comment and records respectively.

Reporting Procedures

The Nomination Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually.

Authority

1. The Nomination Committee is authorised by the Board to seek any information it requires from any officer or employee of the Company and all officers or employees are directed to co-operate with any request made by the Nomination Committee.
2. The Nomination Committee shall be provided by the Company with sufficient resources to perform its responsibilities.
3. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice if it considers it necessary and to secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this to be necessary, at the Company's expense.

Duties

The Nomination Committee shall perform the following responsibilities:

1. To review the structure, size and composition (including the skills, knowledge, experience, gender diversity, etc.) 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;
2. To assist the Board in the development and review of the Board's diversity policy and directors' nomination policy, as appropriate; and review the measurable objectives for the implementation of the Board's diversity policy and monitor progress towards the achievement of such after considering factors including but not limited to gender, age, cultural and educational background or professional experience);
3. 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;
4. To assess the independence of independent non-executive directors;
5. To consider the reasons for whether independent non-executive directors who have served for over nine years shall be re-elected, and explain and record the relevant considerations, decision-making process and discussions;
6. 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 Managing Director;
7. To support the Company's regular evaluation of the Board's performance; and
8. To consider other topics, as defined by the Board.

These Terms of Reference were amended and adopted by the Board of the Company on 26 March 2026.